

**P0000039861**  
**CARTER**  
**THOMAS**  
LAW OFFICES LLP

March 29, 2000

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-03/30/00--01102--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Via Federal Express

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

Re: AuctionAdvantage.Net, Inc.

FILED  
00 MAR 30 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for **AuctionAdvantage.Net, Inc.** Please file these Articles of Incorporation and return one certified copy to me. I have enclosed my check in the amount of \$78.75 to cover the costs of filing and one certified copy.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

*Donald J. Thomas/cm*

Donald J. Thomas

signed in my absence to avoid delay

DJT\cbv  
Encl.

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4-20  
WCC



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 4, 2000

DONALD J. THOMAS  
1200 N. FEDERAL HWY., SUITE 312  
BOCA RATON, FL 33432

SUBJECT: AUCTIONADVANTAGE.NET, INC.  
Ref. Number: W00000008933

We have received your document for AUCTIONADVANTAGE.NET, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham  
Document Specialist

Letter Number: 600A00018343

**ARTICLES OF INCORPORATION**  
**OF**  
**AUCTIONADVANTAGE.NET, INC.**

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FILED  
00 MAR 30 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

The name of the corporation is **AuctionAdvantage.Net, Inc.**

**ARTICLE II**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

The corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

**ARTICLE V**

The principal address of the corporation shall be **5540 S.W. 3<sup>rd</sup> Street, Plantation, Florida, 33317.**

## **ARTICLE VI**

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

**Sandra Green**  
**5540 S.W. 3<sup>rd</sup> Street**  
**Plantation, Florida 33317**

**and**

**Kenneth Green**  
**5540 S.W. 3<sup>rd</sup> Street**  
**Plantation, Florida 33317**

## **ARTICLE VII**

The corporation may indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

## **ARTICLE VIII**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

## **ARTICLE IX**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is: **Sandra Green, 5540 S.W. 3<sup>rd</sup> Street, Plantation, Florida 33317.**

ARTICLE XI

The street address of the initial registered office of the corporation is **1200 North Federal Highway, Suite 312, Boca Raton, Florida 33432** and the name of the initial registered agent of the corporation at that address is **Donald J. Thomas.**

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 23<sup>rd</sup> day of March, 2000.

  
Sandra Green

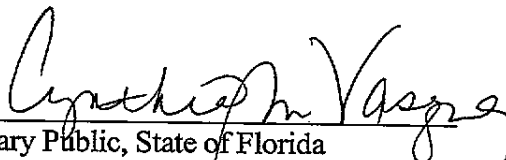
STATE OF FLORIDA           )  
  ) ss.  
COUNTY OF PALM BEACH)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **Sandra Green** known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 23<sup>rd</sup> day of March, 2000 at Boca Raton, Palm Beach County, Florida.



Cynthia B Vasquez  
My Commission CC579543  
Expires Aug. 25, 2000

  
Notary Public, State of Florida

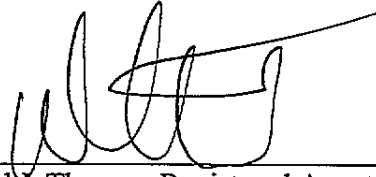
(Print, type or stamp name of Notary Public)

My Commission Expires:

( ) Personally known or ( ☒ ) Produced Identification  
Type of Identification: DR Lic.

**CERTIFICATE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
said corporation.



Donald J. Thomas, Registered Agent  
1200 North Federal Highway  
Suite 312  
Boca Raton, Florida 33432

DATED: 3/23<sup>rd</sup>/00

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SECRETARY OF STATE  
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