

# 700000040826

LIGHTSEY & ASSOCIATES, P.A.

2600 TECHNOLOGY DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804  
Telephone: (407) 292-2220  
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To: Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

From: Virginia Manning, Assistant to Alton Lightsey

Date: April 17, 2000

Re: SilentAuctionOnline.com

600003215416--7  
-04/19/00--01108--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed are Articles of Incorporation of SilentAuctionOnline.com, Inc. for filing,  
along with our check in the amount of \$78.75 for your filing fee and a certified  
copy. Thank you for your assistance.

FILED  
00 APR 19 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Virginia Manning GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article VII  
DATE 4-24-00  
DOC. EXAM. TEL

T BROWN APR 24 2000

This enclosure is being sent to you without a personal letter so that it may reach you expeditiously.

**ARTICLES OF INCORPORATION  
of  
SILENTAUCTIONONLINE.COM, INC.**

**FILED**  
00 APR 19 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is SilentAuctionOnline.com, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the following purposes:

1. To engage in the business of online auctions.
2. To transact any other lawful business.

**ARTICLE IV - POWERS**

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

**ARTICLE V - CAPITAL STOCK**

A. This corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

9036 Summit Center Way, #205  
Maitland, Florida 32810

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2600 Technology Drive, Suite 200, Orlando, Florida 32804 and the name of the initial registered agent of this corporation at that address is Alton L. Lightsey.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than five. The name and address of the initial director of this corporation is:

Tom Morrison  
9036 Summit Center Way, #205  
Maitland, Florida 32810

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles are:

Alton L. Lightsey  
Lightsey & Associates, P.A.  
2600 Technology Drive, Suite 200  
Orlando, Florida 32804

#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

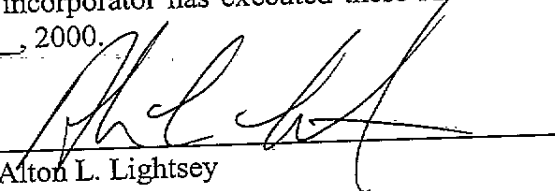
#### ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

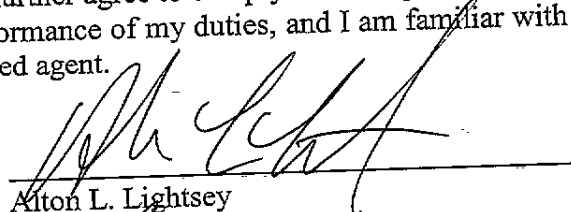
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of April, 2000.

  
Alton L. Lightsey  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Alton L. Lightsey

Date: April 17, 2000

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