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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

SUBJECT: Liberator Investment Corporation
(PROPOSED CORPORATE NAME)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
\$87.50 (Filing Fee, Certified Copy, & Certificate of Status)

FROM:
Rudy Matthew Amsler
7174 Fireside St.
Spring Hill, FL. 34606
(352) 683-0129

FILED
00 MAY 11 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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Articles of Incorporation

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: **Liberator Investment Corporation**

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

7174 Fireside St.

Spring Hill, FL. 34606

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The purpose of the Liberator Investment Corporation (here after also referred to as the said corporation or the corporation), which shall be perpetual, is to maximize the investment(s) made in said corporation by stockholders or other parties with a vested interest in said corporation through all lawful means of business for which corporations may be incorporated for under the provisions of applicable Florida Statues. Specifically, said corporation may, but is not limited to, engaging in Internet commerce, sale and purchase of real property, and operating franchised businesses that said corporation has an interest therein. Said corporation shall have, in furtherance of the corporate purposes, all of the powers conferred upon business corporations organized under applicable Florida Statues. To maintain and maximize the financial gain of said corporation, the board of directors at their discretion as provided for in said corporation's bylaws may provide for all reasonable costs associated with the education, health, welfare, and medical upkeep of the directors, officers, and employee's of said corporation if these stated costs are beneficial to maintaining and operating said corporation in so far as the stated reasonable expenses do not conflict with applicable Federal and Florida State laws and statues.

ARTICLE IV SHARES

The number of shares of stock is:

The total number of shares of capital stock which the corporation has authority to issue is 2000 divided into 500 shares of Class A preferred stock with a \$1.00 par value and 500 shares of Class B preferred stock without par value and 1000 shares of common stock without par value.

The following is a description of each class of stock of the corporation with the preferences, conversion, and other rights, restrictions, voting powers, and qualifications of each class.

1. The holders of Class A preferred stock shall be entitled to and posses all voting powers of the corporation for the purposes of, but not limiting to, election and removal of the directors. The holders of Class B preferred stock and the holders of Class C common stock shall have no voting power whatsoever, or otherwise participate in any proceedings in which actions shall be taken by the corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors.

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2. No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

ARTICLE V INITIAL OFFICERS/DIRECTORS

The corporation shall have two initial directors. The two directors shall each cast a number of votes equal to the number of shares of Class A stock that each director personally owns. The directors at their discretion may, by a majority of votes, elect other Class A shareholders to act as directors. The directors of the corporation may, by majority vote, and at their discretion, but are not limited to, voting into existence bylaws for the control of the day to day activities of the company as well as voting into existence bylaws for conducting all other matters of lawful business that a for profit corporation may engage in.

Director (1) Rudy Matthew Amsler of 7174 Fireside St., Spring Hill, FL. 34606 shall hold the office(s) of: Corporate Executive Officer, President, and Treasurer until otherwise replaced by the Board of Directors. Said director shall have the expressed approval of said corporation to legally bind the corporation in all lawful matters, and shall not be held personally liable to the corporation, or fall under the disciplinary actions of the corporation, or forfeit or have withheld any or all of justly entitled compensation if said director's actions are carried out in good faith during the time when said person is appointed as a director of said corporation.

Director (2) Ryan Elgin Amsler of 7174 Fireside St., Spring Hill, FL. 34606 shall hold the office(s) of: Vice-President, and Secretary until otherwise replaced by the Board of Directors. Said director, with written approval of the President of the corporation, shall have the expressed approval of said corporation to legally bind the corporation in all lawful matters, and shall not be held personally liable to the corporation, or fall under the disciplinary actions of the corporation, or forfeit or have withheld any or all of justly entitled compensation if said director's actions are carried out in good faith during the time when said person is appointed as a director of said corporation.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Rudy Matthew Amsler
7174 Fireside St.

Spring Hill, FL. 34606

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Rudy Matthew Amsler


7174 Fireside St.

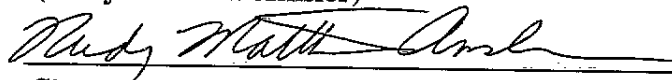
Spring Hill, FL. 34606

ARTICLE VIII EFFECTIVE DATE

The effective date of incorporation of the Liberator Investment Corporation shall be 16 May 2000.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 16 May 00
Signature/Registered Agent Date
(Rudy Matthew Amsler)

 16 May 00
Signature/Incorporator Date
(Rudy Matthew Amsler)

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Nothing else follows