



P00000065662

FLORIDA COMMUNITY EXCHANGE
4501 Vineland Road, Suite 107, Orlando, Florida 32811
407.277.0056 Phone 407.277.0670 Fax

FILED
00 JUL -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 1, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32399

000003313460--2
-07/05/00--01091--026
*****78.75 *****78.75

RE: BARTERFIRST INTERNATIONAL, INC.

Dear Sir or Madam:

Enclosed please find enclosed:

1. An original and one copy of the Articles of Incorporation for the above referenced corporation.
2. An original BarterFirst International, Inc. Designation of Registered Agent/Registered Office and Registered Agent's Acceptance.
3. A check in the amount of \$78.75 to cover the fees associated with incorporating, designating a registered agent and obtaining a certified, file stamped copy of the Articles of Incorporation.

Please return the certified documents to me at the above address.

Thank you for your assistance.

Sincerely,

Nancy L. Cook

Nancy L. Cook
Executive Administrator

Enclosures

D. BROWN JUL - 7 2000

**ARTICLES OF INCORPORATION
OF
BARTERFIRST INTERNATIONAL, INC.**

FILED
00 JUL -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **BARTERFIRST INTERNATIONAL, INC.**, (hereinafter "Corporation").

ARTICLE II - PURPOSE OF CORPORATION

This Corporation is organized for the purpose of transacting any lawful business for which corporations may be organized under the laws of the United States and the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4501 Vineland Road, Ste. 107, Orlando, Florida 32812 and the mailing address is the same.

ARTICLE IV - INCORPORATOR

The name and street address of the initial incorporator of this Corporation is as follows:

Ralph Proctor
4501 Vineland Road, Ste. 107
Orlando, Florida 32811

ARTICLE V - BOARD OF DIRECTORS AND OFFICERS

The number of directors and officers may be either increased or decreased from time to time as provided by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this Corporation are:

Ralph Proctor - President
Nancy Cook - Vice President
Ralph Proctor - Treasurer
Nancy Cook - Secretary

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VI – CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **Seven Thousand Five Hundred (7,500)** shares of common stock, each share having the par value of **One Dollar (\$1.00)**.

ARTICLE VII – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is as follows:

Ralph Proctor
4501 Vineland Road, Ste. 107
Orlando, Florida 32811

ARTICLE VIII – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

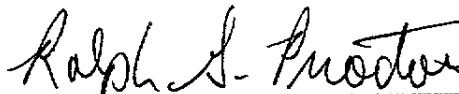
ARTICLE IX – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

The undersigned has executed these Articles of Incorporation on this 1st day of July 2000.


Ralph Proctor

**BARTERFIRST INTERNATIONAL, INC.'S
CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
AND REGISTERED AGENT'S ACCEPTANCE**

FILED
00 JUL -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, **BARTERFIRST INTERNATIONAL, INC.**, organized under the laws of the State of Florida, hereby designates its registered office and Registered Agent as:

Ralph Proctor
4501 Vineland Road, Ste. 107
Orlando, Florida 32811

Date: 7-1-00

BARTERFIRST INTERNATIONAL, INC.

by: Ralph S Proctor
Ralph Proctor

Having been named as Registered Agent to accept service of process for **BARTERFIRST INTERNATIONAL, INC.** at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties.

Date: 7-1-00

Ralph S Proctor
Ralph Proctor
Registered Agent
BARTERFIRST INTERNATIONAL, INC.