

P00000017957

August 14, 2000

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

Dear Ms. Register:

Enclosed please find a check for \$165.00. Please send a comformed copy of the Articles of Incorporation to

Jacquelyn I. Turner
1161 Glenmoor Ct.
Clearwater, FL 33764

In case of any questions please call 727-532-0416.

Thank you for your kind assistance.

Sincerely,

Jacquelyn I. Turner

Jacquelyn I. Turner

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165.00 **78.75

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00 AUG 16 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FL REGISTER AUG 16 2000
197410



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 2000

JACQUELYN L TURNER
1161 GLENMOR CT
CLEARWATER, FL 33764

SUBJECT: DISCOUNTBARTER.COM, INC.
Ref. Number: W00000019744

We have received your document for DISCOUNTBARTER.COM, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75. Your document will be retained in our pending file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 200A00043129

**ARTICLES OF INCORPORATION
OF
discountbarter.com, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation is discountbarter.com, Inc. The principal place of business of this corporation shall be:
1161 Glenmoor Ct., Clearwater, FL 33764

ARTICLE II – PURPOSE

The purpose of this corporation is to transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLES III – CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of ONE DOLLAR (\$1.00). The directors of the Corporation are authorized and empowered to issue this stock as their discretion shall determine.

ARTICLE IV – TERM

This Corporation shall exist perpetually.

ARTICLE V – OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors, who shall hold office until their successors are duly elected and have qualified are:

Jacquelyn Turner
President

1161 Glenmoor Ct.
Clearwater, FL 33764

ARTICLE VI – INCORPORATOR

The name and address of the Incorporator of this corporation is:

Jacquelyn Turner

1161 Glenmoor Ct.

Clearwater, FL 33764

ARTICLE VII – REGISTERED OFFICE AND AGENT

The initial registered agent for this corporation is Jacquelyn I. Turner and the initial registered office is located at 1161 Glenmoor Ct., Clearwater, FL 33764.

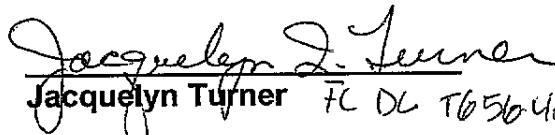
ARTICLE VIII – BYLAWS

The power to adopt, alter, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX – INDEMNIFICATION


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

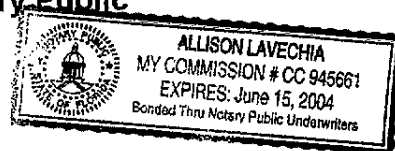
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2^d day of August, 2000.


Jacquelyn Turner FL DL T656429-41-890-0

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged and sworn to before me this 2nd day of August, 2000, by Jacquelyn Turner of discountbarter.com, Inc. who is either personally known to me or who has shown me adequate identification.


Notary Public



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: discountbarter.com, Inc.
2. The name and address of the registered agent and office is:

Jacquelyn I. Turner
1161 Glenmoor Ct.
Clearwater, FL 33764

SIGNATURE

Jacquelyn I. Turner
(Corporate Officer)

DATE

8/2/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Jacquelyn I. Turner
Registered Agent

DATE

8/2/00

FILED
00 AUG 16 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA