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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 819006 7223781

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia P. J. J.*

ORDER DATE : September 1, 2000

ORDER TIME : 10:42 AM

ORDER NO. : 819006-005

CUSTOMER NO: 7223781

4000003380324--4

CUSTOMER: Michael D. Karsch, Esq  
Merchantonline.com, Inc.

Suite 114  
902 Clint Moore Road  
Boca Raton, FL 33487

RECEIVED  
00 SEP -1 AM 11: 54  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: 911 ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

*Pat 9/1/00*

**ARTICLES OF INCORPORATION  
OF  
911 ACQUISITION CORP.**

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be: 911 Acquisition Corp. 902 Clint Moore Road, Suite 114, Boca Raton, FL 33487, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The total number of shares of capital stock which the Corporation shall have the authority to issue is One Hundred (100) shares of Common Stock with a par value of One Tenth of One Cent (\$.001) per share (the "Common Stock"). The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV**

This Corporation shall have perpetual existence.

**ARTICLE V**

The registered office of this Corporation is 902 Clint Moore Blvd, Suite 114, Boca Raton FL, 33487. The registered office agent at that address is Michael Karsch.

**ARTICLE VI**

The corporate powers should be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors. The number of directors of the corporation shall be fixed by the laws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors.

**ARTICLE VII**

The name and address of the Incorporator is: Michael Karsch 902 Clint Moore Road, Suite 114, Boca Raton FL, 33487.

## ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


## ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

## ARTICLE X

This Corporation may identify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporation hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein sated and true, and hereunto set my hand and seal on August 30, 2000.

By:   
Michael Karsch

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

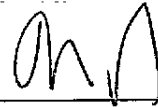
In compliance with the laws of the State of Florida, the following is submitted:

FIRST: That 911 Acquisition Corp. desiring to organize under the laws of the state of Florida, has designed 902 Clint Moore Rd., Suite 114, Boca Raton FL, 33487, as the place of business for the service of process within this state.

SECOND: That the above corporation has named Michael D. Karsch as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 30<sup>th</sup> day of August, 2000.



Michael D. Karsch  
Registered Agent

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