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BOAT AUCTION.COM HOLDINGS, INC.
1211 Tech Blvd., Suite 101
Tampa, FL 33619

August 24, 2000

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

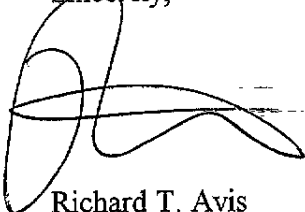
Re: Boat Auction.com Holdings, Inc.

EFFECTIVE DATE
08-24-00

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Boat Auction.com Holdings, Inc. along with a check in the amount of \$70.00 to cover all fees. If you need any further information, please contact me at 727-894-2626.

Sincerely,



Richard T. Avis

Encls.

FILED
00 AUG 30 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pa-1

**ARTICLES OF INCORPORATION
OF
BOAT AUCTION.COM HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Boat Auction.com Holdings, Inc. and its principal office and mailing address is 1211 Tech Blvd., Suite 101, Tampa, FL 33619.

ARTICLE II

Commencement of Corporate Existence

EFFECTIVE DATE
08-24-00

The corporation shall come into existence on August 24, 2000.

ARTICLE III

General Nature of Business

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

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be one hundred million shares of common stock at no par value per share and fifty million shares of preferred stock at no par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1325 Snell Isle Blvd., Suite 205C, St. Petersburg, Florida 33704, and the initial registered agent of the corporation at such address is Richard T. Avis.

ARTICLE VI

Directors and Officers

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided by the By-Laws.

ARTICLE VII

By-Laws

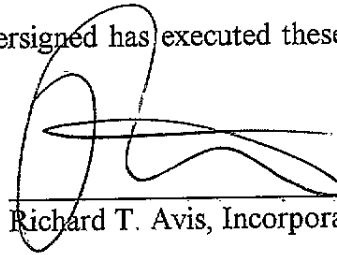
The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the bylaws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 24th day of August, 2000.

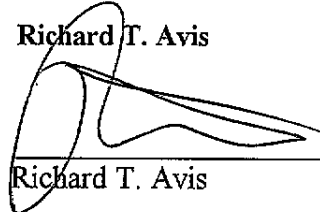


Richard T. Avis, Incorporator

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

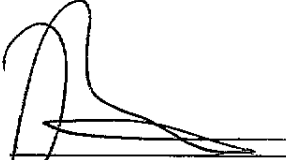
Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Boat Auction.com Holdings, Inc., desiring to organize under the laws of the State of Florida, hereby designates Richard T. Avis, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and the Law Offices of Richard T. Avis, 1325 Snell Isle Blvd., Suite 205C, St. Petersburg, Florida 33704, the business office of its Registered Agent, as its Registered Office.

Richard T. Avis

By:  _____
Richard T. Avis

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

 _____
Richard T. Avis

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00 AUG 30 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA