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FLORIDA PROFIT CORPORATION OR P.A.

BuyOwner Exchange Co.

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**ARTICLES OF INCORPORATION
OF
BUYOWNER EXCHANGE CO.**

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

ARTICLE I.

The name of this Corporation shall be: BuyOwner Exchange Co.

ARTICLE II.

The principal office and mailing address of the Corporation shall be at 5757 North Andrews Way, Ft. Lauderdale, Florida 33309. The Corporation shall, however, have the right and power to transact business and to establish offices and agencies at such other places, both within and without the State of Florida, as its Directors may authorize and to so transact business and establish offices and agencies in foreign countries.

ARTICLE III.

The Corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV.

The total authorized capital stock of this Corporation shall be Twenty One Million (21,000,000) shares consisting of (i) Twenty Million (20,000,000) shares of Common Stock, par value one cent (\$0.01) per share (the "Common Stock"), and (ii) One Million (1,000,000) shares of preferred stock, par value one cent (\$0.01) per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock are as follows:

A. Provisions Relating to the Preferred Stock

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences, and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein

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and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Corporation's Common Stock, as set forth in Section B of this Article IV, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, options or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

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(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution, adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. Provisions Relating to the Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

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ARTICLE V.

This Corporation shall have perpetual existence.

ARTICLE VI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VII.

The street address of its registered office and the name of its registered agent at such address is as follows:

<u>Name of Registered Agent</u>	<u>Address of Registered Office</u>
American Information Services, Inc.	350 East Las Olas Blvd., Suite 1600 Ft. Lauderdale, Florida 33301.

ARTICLE VIII.

The name and street address of the incorporator of the Corporation is: Stewart H. Lapayowker, 350 E. Las Olas Blvd., Suite 1600, Ft. Lauderdale, Florida 33301.

ARTICLE IX.

The name and street address of the individual who is to serve as the initial director of the Corporation is:

Name:	Address:
Scott A. Eckert	5757 North Andrews Way, Ft. Lauderdale, Florida 33309.

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The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE X.

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the full extent now or hereafter permitted by law. The Corporation shall indemnify the incorporator and any other person in connection with their pre-incorporation activities on behalf of the Corporation, and shall advance expenses on behalf of such person, in each case, to the full extent now or hereafter permitted by law.

ARTICLE XI.

The Corporation expressly elects not to be governed by Florida Statutes Section 607.0901, as amended, concerning affiliated transactions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on September 5, 2000.



Stewart H. Lapayowker, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of BuyOwner Exchange Co., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on September 5, 2000.

AMERICAN INFORMATION SERVICES, INC.



Marla Mayster, Assistant Secretary

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