

OFFICE USE ONLY (Document #)

# LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. KEY ITEMS B2B, COM, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP 12 PM 1:49

FILED

00 SEP 12 AM 10:33

RECEIVED

9/12

**CERTIFICATE OF INCORPORATION  
OF  
KEY ITEMS B2B.COM, INC.**

We the undersigned do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions.

ARTICLE ONE

THE NAME of the corporation shall be:

KEY ITEMS B2B.COM, INC.

ARTICLE TWO

THE CORPORATION may engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE THREE

THE MAXIMUM numbers of shares of stock, which the corporation shall have outstanding at any time, shall be 1000 shares of stock, which shall be common at a par value of \$1.00 per share. All or any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

THIS CORPORATION shall begin business with maximum capital in the amount of ONE THOUSAND DOLLARS AND 00/100 (\$1000.00).

ARTICLE FIVE

THE CORPORATION shall have perpetual existence.

ARTICLE SIX

THE PRINCIPAL office of the corporation shall be located at:

6609 Gulf of Mexico Drive  
Longboat Key, Florida 34228

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLE SEVEN - EIGHT

THE BUSINESS of the corporation shall be managed by a board of directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

### BOARD OF DIRECTORS

Alan F. Mertz  
6609 Gulf of Mexico Drive  
Longboat Key, Florida 34228

Guy Beard  
1316 San Marco Blvd.  
Jacksonville, FL 32207

Jim Shrader  
1316 San Marco Blvd.  
Jacksonville, FL 32207

Carl Steighner  
1316 San Marco Blvd.  
Jacksonville, FL 32207

### OFFICERS

Alan F. Mertz  
6609 Gulf of Mexico Drive  
Longboat Key, Florida 34228  
President / Secretary / Treasurer

## ARTICLE NINE

THE NAMES and Post Office addresses of each of the subscribers to this Certificate of Incorporation are as follows:

Alan F. Mertz  
6609 Gulf of Mexico Drive  
Longboat Key, Florida 34228

## ARTICLE TEN

THIS CORPORATION shall have full power to carry on and transact each or all of the business enumerated in Article Two, of this certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

THIS CORPORATION shall have the power to issue the whole of or any part, determined by the Board of Directors, of the shares for capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

UPON ELECTION of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided by the By-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

THE CORPORATION shall designate Alan Mertz with offices located at: 6609 Gulf of Mexico Drive, Longboat Key, Florida 34228 its duly authorized Registered Agent to be in charge of the Corporation Registered Office as required by State Law.

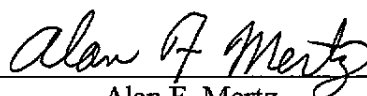
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN PURSUANCE of Chapter 49.091 Florida Status, the following is submitted in compliance with said Act:

FIRST-- That KEY ITEMS B2B.COM, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, City of Longboat Key, County of Manatee, State of Florida, has named

ALAN F. MERTZ

As its Registered Agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Alan F. Mertz

September 8, 2000

REGISTERED AGENT - SUBSCRIBER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA