POOODO FANDA 9309

ATTORNEY AT LAW

FILED

THIRD & THIRD

421 N. THIRD STREET

JACKSONVILLE BEACH, FLORIDA 32250

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(904) 246-9130

SECRETARY OF STATE TALLAHASSEE, FLORIDA FAX: 247-8444

September 19, 2000

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

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Re:

Ecardstogo.com, Inc.

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for **ECARDSTOGO.COM**, **INC.** together with a check in the amount of \$78.75, representing the filing fee.

Kindly furnish this office with a confirmation copy indicating the filing date.

Thank you for your assistance in these matters.

Sincerely,

W. THOMAS COPELAND, P.A.

W./Thomas/Copeland

WTC/kae encs.

PH 9/2/00/

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ARTICLES OF INCORPORATION

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<u>OF</u>

SECRETARY OF STATE

ECARDSTOGO.COM, INC.

The undersigned, acting as the Sole Incorporator of the Corporation under the <u>Florida</u>

<u>General Corporation Act</u>, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:

ECARDSTOGO.COM, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is to provide online greeting card service, and to engage in any other activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Million (1,000,000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

<u>Initial Issue:</u> Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

<u>Stated Capital:</u> The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

<u>Dividends:</u> The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be

divided into classes or series.

<u>FIFTH</u>

The address of the initial principal office of the Corporation is:

2426 Phillips Highway Jacksonville, Florida 32207

The mailing address of the Corporation is:

2426 Phillips Highway Jacksonville, Florida 32207

SIXTH

The name of the initial Registered Agent is: ALEX PECCI, whose mailing address is:

2426 Phillips Highway Jacksonville, Florida 32207

SEVENTH

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida nor Shareholder of the Corporation.

EIGHTH

The name and address of the person who shall serve as the initial Director until the first annual meeting of Shareholders, or until their successor(s) shall be elected and qualified, is as follows:

ALEX PECCI

2426 Phillips Highway Jacksonville, FL 32207

<u>NINTH</u>

The name and address of the initial Incorporator is as follows:

ALEX PECCI

2426 Phillips Highway Jacksonville, FL 32207

TENTH

The name and address of the person who shall serve as the Officer until the first annual meeting of Shareholders, or until his successor(s) have been elected and qualified, is as follows:

ALEX PECCI President 2426 Phillips Highway Jacksonville, FL 32207

ELEVENTH

Majority consent of the issued stock of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

The effective commencement date of this corporation shall be upon filing hereof.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of CF STATE Incorporation at Jacksonville, Duval County, Florida, this 4 day of September, 2000.

ALEX PECCI Incorporator

STATE OF FLORIDA COUNTY OF DUVAL

Sworn to and subscribed before me this $\frac{14}{14}$ day of $\frac{5607}{14}$, 2000, by ALEX PECCI, who is personally known to me and who did take an oath.

Notary Public

KATHLEEN A. EVANS
MY COMMISSION # CC 902239
EXPIRES: Mar 10, 2001
0-3-NOTARY Fig. Notary Service & Bording Co.

ACCEPTANCE

I, the undersigned, being a citizen of Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

ALEX PECCI Registered Agent 2426 Phillips Highway Jacksonville, FL 32207