



**Management Accounting
& Tax Consultants International**

P000000098924

October 17, 2000

Florida Department of State
Corporate Records Bureau
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

FILED
00 OCT 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-10/19/00--01092--002

****122.50 *****78.75

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation of Bottomlinesources.Com Inc., which we request be filed, registered and subsequently certified by your office.

To wit, we are also enclosing herewith, my check number 0903 payable to Florida Corporate Records Bureau, for the amount of \$122.50 for the payment of the following services:

Filing fee	\$ 35.00
Registration of Agent	52.50
Issuance of Certification	<u>35.00</u>
	<u>122.50</u>

Please address your reply to my attention at 9261 Seminole Boulevard, Seminole, Florida 33772

Thank you very much,

Julio-E. Mayorga EA

10-20

Articles of Incorporation.
Of
Bottomlinesources.Com Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, is the subscriber to these Articles of Incorporation, under the provisions of 607 F.S. Florida General Corporation Act.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is: Bottomlinesources.Com Inc., The physical address of the corporation is 9261 Seminole Boulevard, Florida 33772.

ARTICLE II
DURATION

This corporation shall exist perpetually, commencing as of the date of the Incorporator execution of these articles which has been delivered to the Secretary of State of Florida within five days of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE III
PURPOSE OF BUSINESS

The purpose of this corporation is to engage in any activity of businesses permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand Shares (10,000) of one class of stock, with a par value of One Dollar (\$1.00) per share. These stocks are intended to qualify under I.R.C. Section 1202 and 1244 as Small Business Corporation stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this Corporation is 9261 Seminole Boulevard, Seminole Florida 33772 and the name of the initial registered agent of this Corporation is John E Strauser.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. This number may be increased from time to time, by amendment to the by-laws, but shall never be less than one (1). The name and address of the initial director is:

Article of Incorporation of
Bottomlinesource.Com/page two

John E. Strauser
9261 Seminole Boulevard
Seminole, Florida 33772

ARTICLE VII
INITIAL OFFICERS

The name and address of the initial officers of this Corporation is:

President:

John E. Strauser
9261 Seminole Boulevard
Seminole, Florida 33772

Secretary/Treasurer:

John E. Strauser
9261 Seminole Boulevard
Seminole, Florida 33772

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is:

John E. Strauser
9261 Seminole Boulevard
Seminole, Florida 33772

ARTICLE IX
PREEMPTIVE RIGHTS

Each holder of the common stock of this corporation shall have the first right to purchase shares of any other securities that the corporation may issue from time to time, including shares from the treasury of this corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock outstanding, exclusive of treasury shares. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of a written notice from this corporation stating the price, terms and conditions of the issue of shares and inviting him or her to exercise his preemptive rights.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

ARTICLE XI
BYLAWS

The Board of Directors shall adopt the initial Bylaws. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law and the Bylaws of this Corporation.

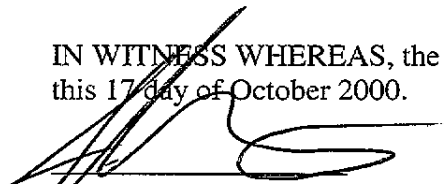
ARTICLE XIII
INFORMAL SHAREHOLDERS ACTION

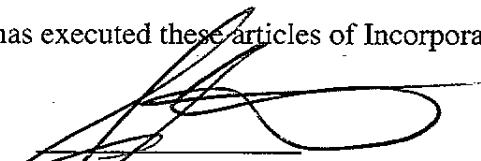
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Section 606.394 F.S. and the Bylaws.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office for service of process.

IN WITNESS WHEREAS, the undersigned has executed these articles of Incorporation this 17 day of October 2000.


John E Strauser
Registered Agent


John E Strauser
Incorporator

Article of Incorporation of
Bottomlinesource.Com Inc/page 4

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00 OCT 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

Ss:

COUNTY OF PINELLAS

The foregoing Articles of Incorporation of Bottomlinesource.Com Inc., were
acknowledged before me this 17th day of October 2000 by Mr. John E Strauser, to me
well known and who did not take an oat.


Julio C. Mayorga
NOTARY PUBLIC, STATE OF
FLORIDA

My commission Expires:



J. Mayorga
My Commission CC634537
Expires April 28, 2001