

HOLCOMB & DECORT, P.A.
ATTORNEYS AND COUNSELORS AT LAW

VICTOR W. HOLCOMB
DONALD P. DECORT
ANDREW J. MAYTS, JR.

December 5, 2000

106 S. TAMPANIA AVE., STE 200
TAMPA, FLORIDA 33609
Phone: (813) 874-8800
Fax: (813) 874-8700

Secretary of State
Division of Corporations
P. O. Box 6307
Tallahassee, Florida 32314

400003491004--8
-12/07/00--01070--024
*****78.75 *****78.75

Re: Common Group Adventures, Inc.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of The Auction Solution, Inc., together with the Certificate Designating Place of Business or Domicile for the Service of Process, Naming Agent Upon Whom Process may be Served. Please file and record the original Articles of Incorporation and use the extra copy to return to the undersigned as a certified copy.

Also enclosed is our firm check in the amount of \$78.75, which represents the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
TOTAL	\$78.75

Upon filing the Articles of Incorporation, please return a certified copy of the Articles back to this office as soon as possible.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & DECORT, P.A.

Nicole Lodato, Secretary to
Victor W. Holcomb

/sml
Enclosures

12/12

FILED
00 DEC -7 AM 8:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
COMMON GROUND ADVENTURES, INC.

FILED
00 DEC -7 AM 8:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Andrew J. Mayts, Jr., the undersigned incorporator, hereby makes, subscribes and acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: COMMON GROUND ADVENTURES, INC.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

1. To own and/or operate any lawful business.
2. To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein and to

improve the property of the corporation, and to sell, lease, mortgage, rent, pledge, or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation.

3. To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities and choses of action of all kinds, both as principal and as agent; to also buy and sell liens on real and personal property, and to lend money and accept as security therefore liens or pledges of real and personal property; to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated and carried on by an agent.

4. To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or other otherwise or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

5. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder and to manufacture, sell and distribute at wholesale or retail all such articles covered by any such patents, copyrights or trademarks.

6. To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments thereto in any state of the United States of America.

7. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection or benefit of the corporation; and in addition to the specific powers herein enumerated, have any and all rights, powers and privileges which are, can be or may be granted to corporations

incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE IV

CAPITAL STOCK

The capital stock of the corporation shall be divided into 750 shares of common stock, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 890 65th Street South, St. Petersburg, Florida 33707, name of the initial Registered Agent of the corporation and address is Andrew J. Mayts, Jr., 106 S. Tampania Avenue, Suite 200, Tampa, Florida 33606.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall be never less than one (1). The names and addresses of the initial directors of this corporation are:

Mark Lindsay
890 65th Street South
St. Petersburg, Florida 33707

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the By-laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

INCORPORATOR

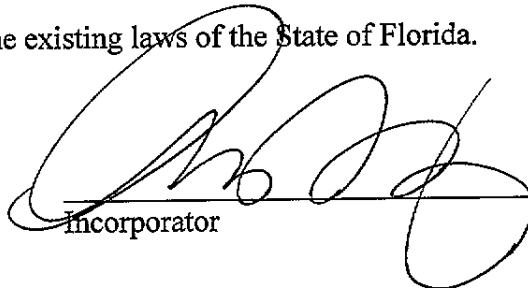
The name and address of the incorporator is: Andrew J. Mayts, Jr., 106 South Tampania Avenue, Suite 200, Tampa, Florida 33606.

ARTICLE VIII

EFFECTIVE DATE

The effective date of this corporation shall be January 1, 2001.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.


Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned officer, personally appeared Andrew J. Mayts, Jr. to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 4th day of December, 2000.

Nicole M. Lodato

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

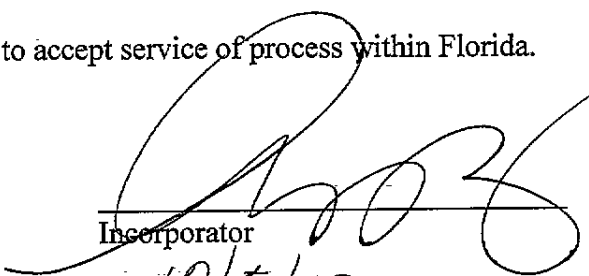
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

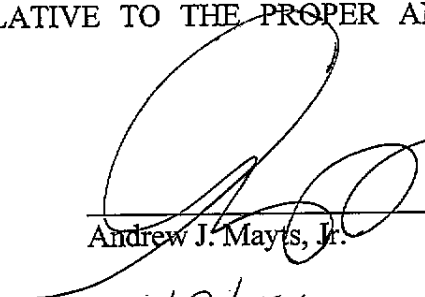
IN COMPLIANCE WITH CHAPTER 607 OF THE FLORIDA STATUTES AND SECTION
48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST That COMMON GROUND ADVENTURES, INC., desiring to organize or qualify
under the laws of the State of Florida, with its initial principal office at 890 65th Street South, St.
Petersburg, Florida 33707 , has named Andrew J. Mayts, Jr., 106 South Tampania Avenue,
Suite 200, Tampa, Florida 3609, as its agent to accept service of process within Florida.


Incorporator

12/5/00
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


Andrew J. Mayts, Jr.

12/5/00
Date

00 DEC 17 AM 8:14
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA