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MICHELE GAUDIN
SALVADOR G. LONGORIA

December 6, 2000

FILED
00 DEC 11 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

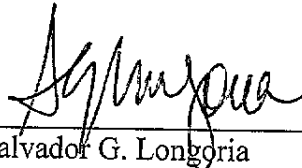
RE: Vidibid.com, Inc.

To Whom It May Concern:

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-12/11/00--01140--001
*****87.50 *****87.50

Enclosed is an original and one (1) copy of the articles of incorporation regarding the above referenced matter. Also enclosed is a check in the amount of \$87.50.

Respectfully submitted,



Salvador G. Longoria
858 Camp Street
New Orleans, LA 70130
Telephone: (504) 524-7727

F. CHESTER
DEC 1 5 2000

ARTICLES OF INCORPORATION

of

VIDIBID.COM, INC.

The undersigned acting as incorporator(s) of a corporation pursuant to Chapter 621 Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATION NAME**

The name of the corporation shall be: VIDIBID.COM, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be:

381 N.E. 103 Street, Miami Shores, Florida 33138.

**ARTICLE III
PURPOSE**

The specific and primary purposes for which this corporation is formed are relative to information technology, retail services related thereto, and generally for any lawful purpose under Florida law.

**ARTICLE IV
SHARES**

The corporation is authorized to have 10 million shares of stock. 500,000 shares will be issued initially at par value of \$00.01 cent. Thomas Zdon has 250,000 shares and Jose L. Mestres has 250,000 shares.

**ARTICLE V
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE VI
INITIAL OFFICERS/DIRECTORS**

The names and resident addresses of the initial directors and officers are as follows:

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Jose L. Mestres – Director and Vice President
381 N. E. 103 Street
Miami Shores, FL 33138

Thomas Zdon – Director and President
381 N. E. 103 Street
Miami Shores, FL 33138

ARTICLE VII
REGISTERED AGENT

The registered agent for service is:

Jose L. Mestres
381 N. E. 103 Street
Miami Shores, FL 33138

ARTICLE VIII
INCORPORATOR

The incorporator is as follows:

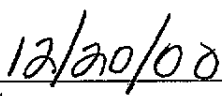
Thomas Zdon
381 N. E. 103 Street
Miami Shores, FL 33138

ARTICLE IX

This corporation is organized and elects to be a Subchapter S corporation pursuant to the Internal Revenue Code and the rules of the Internal Revenue Service.



Signature/Incorporator - Thomas Zdon



Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent – Jose Mestres

12/1/00
Date

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TALLAHASSEE, FLORIDA