

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO 100000 12615

BID America, Inc.

500003631395--0

-02/02/01--01120--001

*****78.75 *****78.75

01 FEB -2 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

01 FEB -2 PM 2:13
DIVISION OF REGISTRATION

FEB 02 2001

Signature

Requested by:

SK 2/2/01 11:40
Name Date Time

Walk-In Will Pick Up

Articles of Incorporation
Of
IBIDAmerica, Inc..

01 FEB -2 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I

Nature and Duration

The name of the Corporation is IBIDAmerica, Inc.. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 37 Skyline Drive, Suite 1105, Lake Mary, Florida, 32746.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 37 Skyline Drive, Suite 1105, Lake Mary, Florida, 32746, County of Seminole. The name of the registered agent at such address is Bobby E. Story.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage I any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 50,000,000 shares of common stock ("common stock") \$0.0001 par value per share, and 1,000,000 shares of Preferred stock ("preferred stock"), \$0.00001 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the Incorporator of this Corporation is as follows:

Name:

Address:

Bobby E. Story

37 Skyline Drive, Suite 1105, Lake Mary,
Florida, 32746.

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name:

Address:

Bobby E. Story

37 Skyline Drive, Suite 1105, Lake Mary,
Florida, 32746.

ARTICLE VIII

Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in EFFECT from time to time, then transfers of the Corporation's common stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal

DATED this 1st day of February, 2001

By: 

Bobby E. Story

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That American IBIDAmerica, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Lake Mary, County of Seminole, State of Florida, has named Bobby E. Story, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above stated corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statutes relative in keeping open said office, and further states that it is familiar with Sec. 607.0501, Florida Statutes.

By:


Bobby E. Story

DATED: February 1, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 FEB -2 PM 2:42
K. M. ...