

**CAPITAL CONNECTION, INC.**

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

**PO1000019120**  
Guy America  
Com, Inc.

700003744927--2  
-02/21/01--01029--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☒ 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 \_\_\_\_\_
- RECEIVED  
01 FEB 21 AM 9:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA
- 01 FEB 21 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA
- FEB 21 2001

Signature \_\_\_\_\_

Requested by BSO

Name \_\_\_\_\_

Date 2/21/01

Time 8:58

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

Articles of Incorporation  
Of  
GuyAmerica.Com, Inc.

ARTICLE I

Nature and Duration

The name of the Corporation is GuyAmerica.Com, 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 356 Cypress Landing Drive, Longwood, Florida, 32779.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 356 Cypress Landing Drive, in the City of Longwood, County of Seminole. The name of the registered agent at such address is Richard A. Murray.

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 in 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.

FILED  
01 FEB 21 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLE V

### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000,000 shares of common stock ("common stock") \$0.001 par value per share.

## ARTICLE VI

### Incorporator

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

Name:

Address:

Richard A. Murray  
356 Cypress Landing Drive  
Longwood, Florida 32779

## 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:

Richard A. Murray  
356 Cypress Landing Drive  
Longwood, Florida 32779

## 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

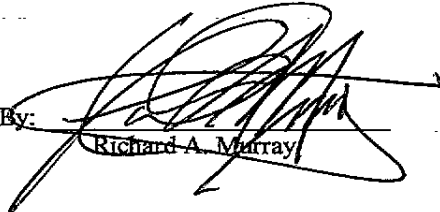
### Transfer of Shares

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 16 day of February, 2001

By:

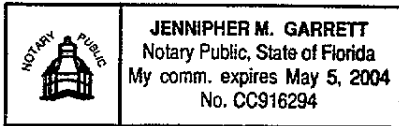
  
Richard A. Murray

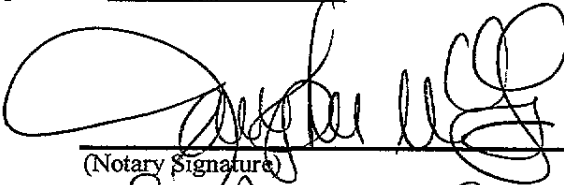
STATE OF FLORIDA       )  
                                      )  
COUNTY OF SEMINOLE    )

SS.

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of February, 2001, by Richard A. Murray. His is personally known to me or has produced \_\_\_\_\_ as identification and did not take and oath.

(NOTARY SEAL)



  
(Notary Signature)  
Jennifer M. Garrett  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. CC916294

## REGISTERED AGENT CERTIFICATE

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

That GuyAmerica.Com, 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 Longwood, County of Seminole, State of Florida, has named Richard A. Murray, 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:

  
Richard A. Murray

DATED: February

16

1999  
2001

FILED  
01 FEB 21 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA