

P0100000 94265
CT CORPORATION SYSTEM

CORPORATION(S) NAME

- (1) Nimbus Group, Inc.
(2) Nimbus Jets, Inc.
(3) TTA Solutions, Inc.
(4) TTA Solutions, Inc. with and into: Take to Auction.Com, Inc.

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800004612508--6

-09/26/01-01073-004

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

<input checked="" type="checkbox"/> Profit <i>Ad</i>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/26/01

Order#: 4807214

Ref#: _____

Amount: \$ _____

RECEIVED
01 SEP 26 PM 2:05
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

MS
Please file together!

J. BRYAN SEP 26 2001

ARTICLES OF INCORPORATION
OF
TTA SOLUTIONS, INC.

FILED
01 SEP 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (the "FBCA"), hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation (the "Corporation") is: **TTA SOLUTIONS, INC.**

ARTICLE 2

PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE 3

PRINCIPAL OFFICE; REGISTERED OFFICE

The address of the principal office of the Corporation and the mailing address of the Corporation is 5555 Anglers Avenue, Suite 16, Fort Lauderdale, FL 33312. The address of the registered office is 5555 Anglers Avenue, Suite 16, Fort Lauderdale, FL 33312.

ARTICLE 4

CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is one thousand (1,000) shares, all of which shall be Common Stock, of one class, having a par value of \$.001 per share.

ARTICLE 5

BOARD OF DIRECTORS

A. Number and Term of Directors. The Corporation's Board of Directors shall consist of not less than three nor more than twelve members, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each initial director shall be elected to an initial term expiring at the next ensuing annual meeting of shareholders. Each director thereafter shall be elected to an initial term expiring at the annual meeting of shareholders held one year thereafter, in each case until his or her successor is duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office. The Corporation will use its best efforts to have an uneven number of directors on the Corporation's Board after the third class of directors is elected.

B. Vacancies. Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, a majority of the remaining directors in office, although less than a quorum of the Board of Directors, may fill the vacancy for the balance of the unexpired term of the vacant directorship, at which time a successor or successors shall be duly elected by provisions these articles and the Corporation's bylaws, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated herein and in the Corporation's bylaws, to fill any vacancy that arises on the Board of Directors.

C. Removal. A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

D. Amendments. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article 5 shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

E. Initial Directors. The initial Board of Directors shall be comprised of the following individuals:

Albert Friedman	Member and Chairman
Jonathan Geller	Member
Mitchell Morgan	Member

ARTICLE 6

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 7

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE 8

BY-LAWS

Only an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE 9

AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law; provided, further, that Article 5 hereof may only be altered, amended or replaced in accordance with Article 5D hereof.

ARTICLE 10

SHAREHOLDERS

A. No Preemptive Rights. Unless otherwise provided by resolution of the Board of Directors of Directors of the Corporation, no shareholder shall have preemptive rights to acquire securities of the Corporation.

B. Quorum; Vote Required. The presence, in person or by proxy, of the holders of one-third (1/3) of the shares entitled to vote shall constitute a quorum. The approval of the holders of a majority of the issued and outstanding shares entitled to vote shall be required for any action by or of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on September 21, 2001.

TTA SOLUTIONS, INC.

By: Albert Friedman
Albert Friedman
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 21 day of September, 2001

Albert Friedman
Albert Friedman
Registered Agent

FILED
01 SEP 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA