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10/09/03--01053--004 **78.75

DIVISION OF CORPORATION & LABOR RELATIONS

03 OCT -9 AM 10:44

RECEIVED

03 OCT 10 PM 12:21

FILED

103-28182
9/10/9

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. U-SELL-IT, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 9, 2003

LAZARUS CORPORATE FILING SERVICE

SUBJECT: U-SELL-IT, INC.
Ref. Number: W03000029194

We have received your document for U-SELL-IT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filings Section

- Letter Number: 203A00055302

ARTICLES OF INCORPORATION

NETDEALS INC.

FILED
03 OCT 10 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

NETDEALS INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be translated and carried on, are to do any and all of the things herein mentioned, fully and to the same extent as a natural person might or could do, viz:

- a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and /or personal property of every name money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection there with.
- b) To engage in and carry on any business or businesses every act or deed pertaining there to, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country.

c) To do any and all things necessary, suitable, useful, proper or admissible for the admissible for the accomplishment of any one ~~of~~ the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, of corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

d) That the main business of the corporation is as follows:

Internet Auctions

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be 1000 shares of common stock, at \$ 1.00 Par Value

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE V
CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolve, according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be:

320 S.W. 135th Avenue, Miami, FL 33184

With the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE VII
INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 1 director initially, whose number may be increased or diminished by the by-laws from time to time but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the **PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURY** whom subject to the provisions of the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
Odilys Gonzalez	PST	320 S.W. 135 th Avenue Miami, FL 33184

ARTICLE VIII

INCORPORATORS:

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Odilys Gonzalez	320 S.W. 135 th Avenue Miami, FL 33184

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders

ARTICLE X

**NAME AND ADDRESS OF SUBSCRIBERS
AND NUMBER OF SHARES**

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names:

Odilys Gonzalez	320 S.W. 135th Avenue	1000 shares
	Miami, FL 33184	

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

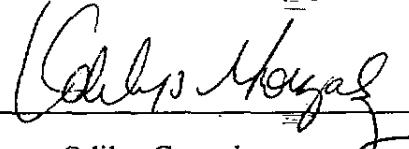
This corporation designates as Registered offices:

320 S.W. 135th Avenue, Miami, FL 33184

This corporation designates as Registered agent

Odilys Gonzalez

IN WITNESS WHEREOF, I, the undersigned, being all the original subscribers to THE capital stock here in before named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file their Articles, hereby declaring and certifying that the facts herein stated are true, and to respectively agree to take the number of shares of stock here in before set forth, and accordingly, have hereunto set our hands and seals this 2nd Day of October 2003

 (SEAL)
Odilys Gonzalez

STATE OF FLORIDA)

: SS

COUNTY OF DADE)

BEFORE ME, the undersigned authorities, qualified to take acknowledgments and administer oaths, personally appeared:

Odilys Gonzalez

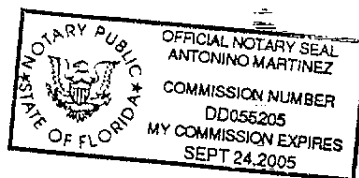
to me well know, and know to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to laws, they made and subscribed the same for the used and purposes therein expressed and set forth.

WITNESS my hand and official seal a Miami, Miami-Dade County, Florida, this

2nd Day of October 2003

Antonino Martinez

NOTARY PUBLIC, STATE OF FLORIDA



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

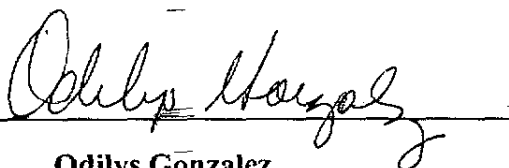
In pursuance of Chapter 48,091, Florida Statutes, the following is
submitted, in compliance with said Act:

NETDEALS INC.
FIRST That, NETDEALS INC., desiring to organize under the laws of the State of
FLORIDA with its principal office, as indicated in the articles of incorporation at City of
MIAMI County of MIAMI-DADE State of FLORIDA has named Odilys Gonzalez, located
at: 320 S.W. 135th Avenue, Miami, FL 33184 (Street address and number of building, Post
office not accepted City of MIAMI County of MIAMI-DADE, State of Florida, as it's agent to
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of said Act relative to keeping open said office.

BY


Odilys Gonzalez

FILED
03 OCT 10 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA