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(Requestor's Name)

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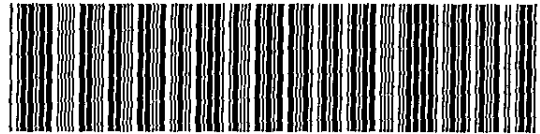
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Admitted to New York  
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Richard J. D'Amico  
ATTORNEY AT LAW  
619 North Grandview Avenue  
Daytona Beach, Florida 32118

(386) 677-8499  
FAX (386) 258-5960

November 20, 2003

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

RE: BeFirst Online, Inc.

Dear Sir/Madam:

Enclosed please find the Original Articles of Incorporation in reference to the above matter for filing. Also enclosed is a check in the amount of \$78.75, representing the filing fee of \$35.00, the Designation of Registered Agent fee of \$35.00 and certified copy fee of \$8.75. Please be kind enough to forward an acknowledgment of filing.

Thank you for your attention in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to be 'RJD', with a long horizontal line extending to the right.

Richard J. D'Amico

RJD/lh

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 3, 2003

RICHARD J DIAMICO  
619 NORTH GRANDVIEW AVENUE  
DAYTONA BEACH, FL 32118

SUBJECT: BEFIRST ONLINE, INC.  
Ref. Number: W03000036330

We have received your document for BEFIRST ONLINE, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 103A00065063

DEC - 6 2003

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**ARTICLES OF INCORPORATION  
OF  
BeFirst Online, Inc.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is: BeFirst OnLine, Inc.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: Internet Sales and Marketing.

(A) To engage in any activity or business permitted under the laws of the United States or this State.

(B) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(C) To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of

such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**1,000 SHARES OF COMMON STOCK AT \$1.00 PAR VALUE**

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Hundred Dollars.

### **ARTICLE V. TERM OF EXISTENCE**

The corporation is to exist perpetually.

### **ARTICLE VI. ADDRESS**

The initial post office address of the principal office of the corporation in the State of Florida is: 258 East Altamonte Drive, Altamonte Springs, FL 32701.

The Board of Directors from time to time may move the principal office to any other address in Florida.

### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 619 North Grandview Avenue, Daytona Beach, FL 32118 and the name of the initial registered agent of this corporation at that address is: Richard J. D'Amico

### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Vince Guiffrida	258 East Altamonte Drive Altamonte Springs, FL 32701	President
Dave Johnson	258 East Altamonte Drive Altamonte Springs, FL 32701	Vice President
Mike Huska	258 East Altamonte Drive Altamonte Springs, FL 32701	Secy/Treasurer

#### ARTICLE IX. INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Richard J. D'Amico	619 N. Grandview Ave., Daytona Beach, FL 32118

#### ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI. PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation this 8<sup>th</sup> day of Dec., 2003.

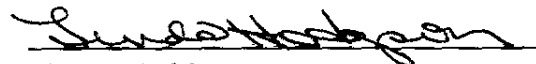
  
RICHARD J. D'AMICO

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgments in the State and  
County set forth above, personally appeared Richard J. D'Amico known to me and known  
by me to be the person who executed the foregoing Articles of Incorporation, and he  
acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
in the State and County aforesaid, this 8<sup>th</sup> day of Dec., 2003.

  
Notary Public  
State of Florida at Large



Linda Hodgson  
My Commission DD022057  
Expires May 01 2005

ACCEPTANCE OF AGENT FOR SERVICE OF PROCESS

Having been named as registered agent and 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: 12-8-03



Richard J. D'Amico

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