

P040000000834

St. Paul's Anglican Church
7200 N. Wickham Road
Melbourne, FL 32940

(City/State/Zip/Phone #)

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(Business Entity Name)

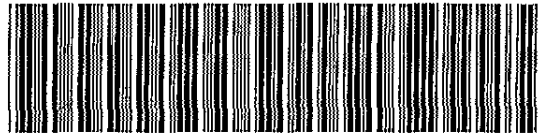
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TALLAHASSEE, FLORIDA



St. Paul's Parish

Diocese of the Eastern United States (Anglican)



The Most Rev'd Walter H. Grundorf, Bishop Ordinary
The Rev'd Canon Rufus B. Kite-Powell
Rector, and Canon to the Ordinary
The Rev'd Canon James R. Daughtry, Assistant to the Rector
The Rev'd Richard Blyth, Assistant
The Rev'd Mark T. Grant, Curate

December 22, 2003

St. Thomas The Apostle
(Transferred)

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To Whom it May Concern:

Enclosed please find your letter dated October 29, 2003, Letter Number: 303A00054905.
We have made corrections to the document and have changed the title from Carney, Inc.
to Auction It Off, Inc.

If you have any further questions, please call me at 321-508-4588.

Faithfully yours,

The Rev'd Canon Rufus B. Kite-Powell
Rector and Canon to the Ordinary

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 7, 2003

PETER CARNEY
201 PLANTATION CLUB DR STE 608
MELBOURNE, FL 32940

Technologies
SUBJECT: CARNEY, INC.
Ref. Number: W03000028905

We have received your document for CARNEY, 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 303A00054905



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 29, 2003

PETER CARNEY
201 PLANTATION CLUB DR STE 608
MELBOURNE, FL 32940

SUBJECT: CARNEY TECHNOLOGIES, INC.
Ref. Number: W03000028905

We have received your document for CARNEY TECHNOLOGIES, 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):

You failed to make the correction(s) requested in our previous letter.

As stated in our previous letter, "correction in all appropriate places". Everywhere the name appears has to be corrected. The header, the body of the document. EVERYWHERE THE NAME APPEARS.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 303A00054905

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

03 DEC 26 PM 2:31

RECEIVED

ARTICLES OF INCORPORATION

OF

AUCTION IT OFF, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I – Name

The name of this corporation is “Auction It Off, Inc.”

Article II – Duration

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

Article III – Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV – Capital Stock

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLAR (\$1.00) par value common stock.

Article V – Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 716 Endicott Road, Melbourne, FL 32940. The name of the initial registered agent of this corporation at that address is Rufus B. Kite-Powell.

Article VI – Initial Board of Directors

The corporation shall have not less than one (1), nor more than five (5) Directors. The name and address of the initial Director of this Corporation is:

Susan Carney	201 Plantation Club Drive, Suite 608 Melbourne, FL 32940
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The method of election of Directors will be set forth, and governed by the by-laws of the corporation.

Article VII – Incorporator and Initial Stockholder

The name and address of the person signing these Articles of Incorporation and the initial stockholder of the corporation is:

Rufus B. Kite-Powell	716 Endicott Road Melbourne, FL 32940
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Rufus B. Kite-Powell

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Susan Carney to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

I relied upon the following form of Identification.

personally known

WITNESS my hand and official Seal in the aforesaid County and State this the
23 Day of December, 2003.

Deborah J. Wilson



Deborah J. Wilson
My Commission DD166806
Expires January 03, 2007

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said act:

FIRST --- That AUCTION IT OFF, INC. desiring to organize under the laws of
the State of Florida, with it's principal registered office as indicated in the Articles of
Incorporation at 201 Plantation Club Drive, Suite 608, Melbourne, FL 32940, has named
Rufus B. Kite-Powell located at 716 Endicott Road, Melbourne, FL 32940 as it's agent to
accept service of process within this state.

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

DATE: 12.23.03

BY: Rufus B. Kite-Powell
RESIDENT AGENT

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03 DEC 26 AM 11:37
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA