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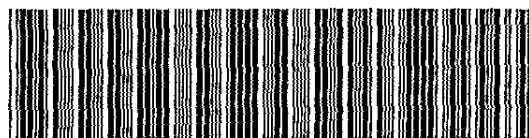
(Business Entity Name)

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03/19/04--01035--027 **78.75

EFFECTIVE DATE

3-15-04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAR 19 PM 5:16

FILED

DB 3/19

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

Assist2Auction, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee☐ \$78.75
Filing Fee
& Certificate of Status☒ \$78.75
Filing Fee
& Certified Copy☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Jerald Cohn

Name (Printed or typed)

951 Broken Sandparkway, N.W. Ste. 135

Address

Boca Raton, FL 33487

City, State & Zip

(561) 241-9624

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ASSIST 2 AUCTION, INC.**

FILED
04 MAR 19 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-15-04

The undersigned, as incorporator to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the Laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of the corporation is ASSIST 2 AUCTION, INC.

ARTICLE II. PRINCIPAL ADDRESS OF CORPORATION

The initial address of the corporation is 951 Broken Sound Parkway, N.W., Ste. 135, Boca Raton, FL 33487.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE IV. EFFECTIVE DATE

The effective beginning date of the corporation is March 15, 2004.

ARTICLE V. PURPOSE AND POWERS OF THE CORPORATION

The general purpose or purposes for which the corporation is being formed shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida. The corporation may engage in every aspect of but not limited to the business of internet online auctions, franchise developing, sales of franchises, marketing and management services related to internet online auctions.

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, having a par value of One and No/100 Dollars (1.00) per share.

ARTICLE VII. DIRECTORS

The corporation shall have two (2) officers and directors initially. The number of directors may be increased or decreased from time to time by Bylaws adopted by the shareholders, but the number of directors shall never be less than one (1). The name and street address of the initial officers and directors are:

President/Treasurer	Jerald N. Cohn 951 Broken Sound Parkway, N.W., Ste. 135 Boca Raton, FL 33487.
Vice President/Secretary	David E. Tannen 951 Broken Sound Parkway, N.W., Ste. 135 Boca Raton, FL 33487.

ARTICLE VIII. INITIAL, REGISTERED OFFICE AND AGENT

The initial business address of the registered office of the corporation and the name of the initial registered agent is Jerald N. Cohn, 951 Broken Sound Parkway, N.W., Ste. 135, Boca Raton, FL 33487.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

ARTICLE X. INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

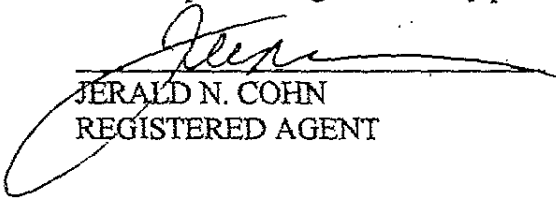
Jerald N. Cohn
951 Broken Sound Parkway, N.W., Ste. 135
Boca Raton, FL 33487.

IN WITNESS WHEREOF, the incorporator above named, has hereunto set my hand and seal this 18th day of March, 2004.

Jerald N. Cohn

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept services 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.


JERALD N. COHN
REGISTERED AGENT

DATE

3/18/04

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04 MAR 19 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA