

**Electronic Articles of Incorporation
For**

P05000011569
FILED
January 24, 2005
Sec. Of State
dwhite

BOOMER'S BASEMENT, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BOOMER'S BASEMENT, INC.

Article II

The principal place of business address:

1517 PLEASANT GROVE DRIVE □ □
DUNEDIN, FL. US 34698

The mailing address of the corporation is:

1517 PLEASANT GROVE DRIVE □ □
DUNEDIN, FL. US 34698

Article III

The purpose for which this corporation is organized is:

SELL RETAIL PRODUCTS ON THE INTERNET. PRODUCTS TO INCLUDE
NEW & USED ITEMS SUCH AS SKIN CARE (NEW), COIN,
COLLECTABLES & ITMES PURCHASED AT TRADE SHOWS.

Article IV

The number of shares the corporation is authorized to issue is:

1

Article V

The name and Florida street address of the registered agent is:

JOSEPH V FENSTERMAKER JR.
1382 STONEHENGE WAY
PALM HARBOR, FL. 34683

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JOSEPH VAN FENSTERMAKER, JR.

Article VI

The name and address of the incorporator is:

JO ANN FENSTERMACHER
1517 PLEASANT GROVE DRIVE □ □
DUNEDIN, FL 34698-2341
USA

Incorporator Signature: JO ANN FENSTERMACHER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JO A FENSTERMACHER
1517 PLEASANT GROVE DRIVE □ □
DUNEDIN, FL. 34698 US

Title: VP
JOAN G FENSTERMAKER
1517 PLEASANT GROVE DRIVE □ □
DUNEDIN, FL. 34698 US

Article VIII

The effective date for this corporation shall be:

01/24/2005