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**DOMESTICATION**

**BRIDGE2 SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	1
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October 2, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FLORIDA RESEARCH & FILING SERVICES

SUBJECT: BRIDGE2 SOLUTIONS, INC.  
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Becky McKnight  
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## CERTIFICATE OF DOMESTICATION

The undersigned, Craig Paul McLaughlin, President  
(Name) (Title)

of Bridge2 Solutions, Inc. a foreign corporation  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was June 21, 2006
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Georgia
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Bridge2 Solutions, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Bridge2 Solutions, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Georgia
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Bridge2 Solutions, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 26th day of Sept, 2007.



(Authorized Signature)

## Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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ARTICLES OF INCORPORATION  
OF  
BRIDGE2 SOLUTIONS, INC.

The undersigned, acting as incorporator under Chapter 607 of Title XXXVI of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I  
Name

The name of this corporation (the "Corporation") shall be:

BRIDGE2 SOLUTIONS, INC.

ARTICLE II  
Principal Office

The location of the principal place of business and mailing address of the Corporation is 1901 Mason Avenue, Suite 107, Daytona Beach, Florida 32117.

ARTICLE III  
Purpose

The nature of the business of the Corporation and its objects, purposes and powers are:

(a) to be engaged in the business of providing an online shopping mall and fulfillment services, and providing any and all related products and services;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wherever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Florida or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the

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rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Florida;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing, (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes; and

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

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The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

#### ARTICLE IV

##### Shares

4.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is One Million (1,000,000) shares of common stock with no par value.

4.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities. Each Share issued and outstanding shall have identical distribution and liquidation rights, except that if the Corporation is an "S Corporation" as defined in Section 1361 of the Internal Revenue Code of 1986, as amended, the Board of Directors may, as a result of a change in stock ownership, declare dividends in a taxable year that are made on the basis of the shareholders varying interests in the Corporation's income in the current or immediately preceding year in accordance with Treasury Regulation § 1.1361-1(l)(2)(iv).

4.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

#### ARTICLE V

##### Board of Directors

The Corporation's initial Board of Directors shall consist of five (5) person(s) who shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified. The names and addresses of the members of the Board of Directors are as follows:

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<u>Name</u>	<u>Address</u>
Craig Paul McLaughlin	336 Red Fox Circle Asheville, North Carolina 28803
Mark McLaughlin	361 17 <sup>th</sup> Street NW Unit 2301 Atlanta, Georgia 30363
James Carl Purdy	11842 West Waterway Drive Homosassa, Florida 34448
Andrew Thomas Althausen	5200 Greenwood Circle Greenwood, Minnesota 55331
Kyle Eric Davis	3537 Kilgallen Court Ormond Beach, Florida 32174

ARTICLE VI  
Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be 1901 Mason Avenue, Suite 107, Daytona Beach, Florida 32117 and the registered agent at such address shall be Kyle Eric Davis.

*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 as provided in Chapter 607 of the Florida Statutes.*

By: Kyle Eric Davis  
Kyle Eric Davis, Registered Agent's Signature

ARTICLE VII  
Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

7.01 A director shall not be held personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action

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as a director, except this provision shall not eliminate the liability of a director for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) an intentional violation of criminal law; or (v) a breach of a director's duty of loyalty to the Corporation or its shareholders. It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted by the Florida Business Corporation Act as it now or hereafter exists. If at any time in the future the Florida Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection afforded by this Section 7.01 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 7.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

7.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VII  
Effective Date

The effective date shall be October 1, 2007.

ARTICLE VIII  
Incorporator

The name and address of the Incorporator of the Corporation is as follows:

Name

Address

Joseph C. Mandarinino

30 Allen Plaza  
Suite 700  
30 Ivan Allen Jr. Blvd. N.W.  
Atlanta, Georgia 30308



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Dated the 23<sup>rd</sup> day of September, 2007.



Joseph C. Mandarin  
Incorporator

This instrument was prepared by:

Joseph C. Mandarin  
Baldwin & Bingham LLP  
30 Allen Plaza, Suite 700  
30 Ivan Allen Jr. Blvd. N.W.  
Atlanta, Georgia 30308  
(404) 962-3599

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**UNANIMOUS CONSENT ACTION BY THE BOARD OF DIRECTORS  
OF BRIDGE2 SOLUTIONS, INC.**

The undersigned, constituting all of the directors of BRIDGE2 SOLUTIONS, INC., a Georgia corporation, (the "Corporation") pursuant to Section 14-2-821 of the Georgia Business Corporation Code, hereby consent to and take the following action and adopt unanimously the following resolutions, as if the same had been done at a meeting of the Board of Directors duly called and held:

**WHEREAS**, the Board of Directors deems it to be in the best interests of the Corporation to transfer the domiciliary jurisdiction of the Corporation from the State of Georgia to the State of Florida (the "Conversion");

**WHEREAS**, the Board of Directors have proposed the Conversion according to the terms of the Plan of Conversion (the "Plan of Conversion") attached hereto as Exhibit A, whereby the Corporation will convert its domiciliary jurisdiction and become a corporation duly incorporated and existing under the laws of the State of Florida; and

**WHEREAS**, pursuant to Section 14-2-1109.3 of the Official Code of Georgia Annotated, the Conversion will be effective in the State of Georgia upon the delivery and filing of a Certificate of Conversion ("Certificate of Conversion") with the Secretary of State of Georgia, attached hereto as Exhibit B; and

**WHEREAS**, pursuant to Section 607.1801 of the Florida Statutes, the Conversion of the Corporation will be effective in the State of Florida upon the filing of a duly executed Certificate of Domestication ("Certificate of Domestication") and Articles of Incorporation ("Articles") with the Department of State of Florida, both of which are attached hereto as Exhibit C; and

**WHEREAS**, the Board of Directors does hereby approve the terms and conditions of the proposed conversion as set forth in the attached Plan of Conversion; it is hereby

**RESOLVED**, that the Board of Directors does hereby adopt the Plan of Conversion;

**RESOLVED**, that the appropriate officers of the Corporation are hereby authorized and directed to execute and file any necessary documentation, including a Certificate of Conversion, with the Secretary of State of Georgia, and Certificate of Domestication and Articles of Incorporation with the Department of State of Florida; and to do any and all things necessary to effectuate the Conversion as contemplated by the attached Plan of Conversion;

**RESOLVED**, that the Board of Directors hereby ratify and confirm in all respects any and all actions taken prior to the date hereof by the officers with the respect to the Conversion;

**RESOLVED**, the Board of Directors hereby waives any and all notice required by the Articles of Incorporation, the Bylaws and the laws of the State of Georgia;

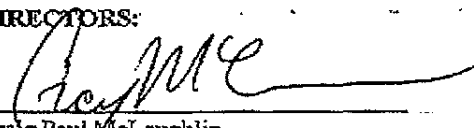
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RESOLVED, that these resolutions shall be filed with the minutes of the corporation in the Corporate Minute Book and shall have the same force and effect as if unanimously adopted at a duly called and held meeting of the Board of Directors.

Done this 26<sup>th</sup> day of Sept, 2007.

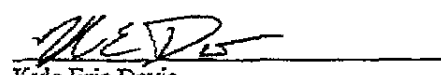
DIRECTORS:

  
Craig Paul McLaughlin

  
Mark McLaughlin

  
James Carl Purdy

  
Andrew Thomas Althaus

  
Kyle Eric Davis

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EXHIBIT A

Plan of Conversion

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EXHIBIT B

Certificate of Conversion

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EXHIBIT C

Florida Certificate of Domestication

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**UNANIMOUS CONSENT ACTION BY THE SHAREHOLDERS  
OF BRIDGE2 SOLUTIONS, INC.**

The undersigned, constituting all of the Shareholders of BRIDGE2 SOLUTIONS, INC., a Georgia corporation, (the "Corporation") pursuant to and with the effect provided in the Georgia Business Corporation Code, the Articles of Incorporation and the Bylaws of the Corporation hereby consents that the following resolutions and actions be adopted effective as of the 1st day of October, 2007, and shall have the same force and effect as if adopted by affirmative vote at a formal meeting of the Corporation's shareholders duly called and held:

**WHEREAS**, it is advisable and in the best interests of the Corporation and its Shareholders to transfer the domiciliary jurisdiction of the Corporation from the State of Georgia to the State of Florida (the "Conversion") according to the terms of that certain Plan of Conversion (the "Plan of Conversion") attached hereto as Exhibit A, whereby the Corporation will convert its domiciliary jurisdiction and become a corporation duly incorporated and existing under the laws of the State of Florida; and

**WHEREAS**, pursuant to Section 14-2-1109.3 of the Official Code of Georgia Annotated, the Conversion will be effective in the State of Georgia upon the delivery and filing of a Certificate of Conversion ("Certificate of Conversion") with the Secretary of State of Georgia, attached hereto as Exhibit B; and

**WHEREAS**, pursuant to Section 607.1801 of the Florida Statutes, the Conversion of the Corporation will be effective in the State of Florida upon the filing of a duly executed Certificate of Domestication ("Certificate of Domestication") and Articles of Incorporation ("Articles") with the Department of State of Florida, both of which are attached hereto as Exhibit C; and

**WHEREAS**, that in connection with the Conversion, the Shareholders hereby approve the terms and conditions of the proposed conversion as set forth in the attached Plan of Conversion; it is hereby

**RESOLVED**, that the Shareholders hereby adopt the Plan of Conversion;

**RESOLVED**, that the appropriate officers of the Corporation are hereby authorized and directed to execute and file any necessary documentation, including a Certificate of Conversion, with the Secretary of State of Georgia, and Certificate of Domestication and Articles of Incorporation with the Department of State of Florida; and to do any and all things necessary to effectuate the Conversion as contemplated by the attached Plan of Conversion;

**RESOLVED**, that the Shareholders hereby ratify and confirm in all respects any and all actions taken prior to the date hereof by the officers with the respect to the Conversion;

**RESOLVED**, the Shareholders hereby waive any and all notice required by the Articles of Incorporation, the Bylaws and the laws of the State of Georgia;

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RESOLVED, that these resolutions shall be filed with the minutes of the corporation in the Corporate Minute Book and shall have the same force and effect as if unanimously adopted at a duly called and held meeting of the Shareholders.

Done this 26<sup>th</sup> day of Sept, 2007.

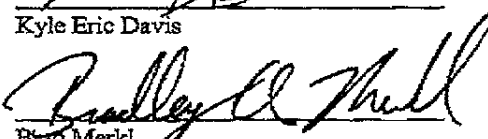
## SHAREHOLDERS:

  
Craig Paul McLaughlin

  
James Carl Purdy

  
Andrew Thomas Althausen

  
Kyle Eric Davis

  
Brad Merkl

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EXHIBIT A

Plan of Conversion

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**EXHIBIT B**

**Certificate of Conversion**

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**EXHIBIT C**

**Florida Certificate of Domestication  
and  
Articles of Incorporation**

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