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Ethan Grubill

Requestor's Name

215 Monroe St. Suite 802

Address

Tallahassee FL 32304 222-7000

City/State/Zip

Phone #

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99 OCT 11 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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Call when ready

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. COULLIETTE OCT 11 1999

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TALLAHASSEE, FLORIDA

Examiner's Initials	
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TELEVISION PROMOTIONS, INC.**

The undersigned corporation, **TELEVISION PROMOTIONS, INC.**, a Florida corporation (the "Corporation"), for the purposes of amending and restating its Articles of Incorporation, and pursuant to the provisions of the Florida Business Corporation Act (the "Act"), executes the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be: SellMAX.com, Inc.

The principal place of business of the Corporation shall be:

5750 Major Boulevard, Suite 100
Orlando, Florida 32819

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares of common stock having \$1 par value per share. The shares may be issued from time to time as the Corporation's Board of Directors may authorize without further approval of the shareholders except as otherwise provided herein or to the extent that any applicable statute, rule or regulation requires such approval.

ARTICLE IV. ADDRESS

The street address of the registered office of the Corporation shall be 5750 Major Boulevard, Suite 100, Orlando, Florida 32819. The name of the registered agent of the Corporation at that address shall be Louis H. Courte.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

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ARTICLE VI. OFFICERS AND DIRECTORS

The Corporation shall have one director, initially. The name and street address of the initial director, who shall hold office until his successor is elected or appointed, is:

Louis H. Courte
5750 Major Boulevard, Suite 100
Orlando, Florida 32819

ARTICLE VII. INCORPORATOR

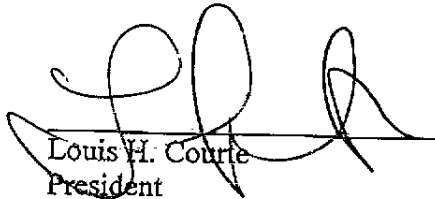
The name and street address of the incorporator to these Amended and Restated Articles of Incorporation is:

Louis H. Courte
5750 Major Boulevard, Suite 100
Orlando, Florida 32819

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this eighth day of October, 1999.

TELEVISION PROMOTIONS, INC.

By:


Louis H. Courte
President