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LAW OFFICES OF JAMES M. MILLER

James M. Miller

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**120 International Parkway
Suite 220
Hearthrow, Florida 32746**

October 1, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****131.25 ****131.25

Subject: Closeout Auction Network, Inc.

Dear Sir/Madame:

Enclosed please find an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide me a certificate of status and a certified copy of these articles.

A check for \$131.25 is enclosed. It represents payment for:

Filing Fee	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified Copy	\$ 52.50
Certificate of Status	\$ 8.75
TOTAL:	\$131.25

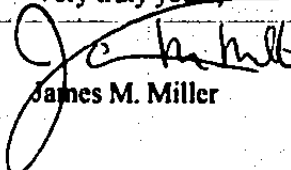
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If there is any problem, please let me know immediately.

Very truly yours,

OCT 7 1996

BSB


James M. Miller

**ARTICLES OF INCORPORATION
OF
CLOSEOUT AUCTION NETWORK, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purposes of forming a for-profit corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
Name and Duration

The name of this Corporation is Closeout Auction Network, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The principal address of the corporation is 613 Stonefield Loop, Heathrow, Florida 32746

ARTICLE III
Registered Office and Agent

The address of the registered office in the State of Florida is 613 Stonefield Loop, Heathrow, County of Seminole. The name of the registered agent at such address is Mark Schiavone.

ARTICLE IV
Corporate Purpose, Powers and Rights

The general purpose for which this Corporation is organized shall be:

1. Provide an exclusive "real-time" Internet based Closeout Auction marketplace for buyers and sellers of closeout goods.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

Prepared By: James M. Miller, Esq.
Law Offices of James M. Miller
120 International Parkway, Suite 220
Heathrow, FL. 32746
(407) 444-2829
Fl. Bar No. 0405220

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1000) shares of Common Stock ("Common Stock"), \$1.00 par value per share.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mark Schiavone	613 Stonefield Loop Heathrow, FL. 32746

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Mark Schiavone	613 Stonefield Loop Heathrow, FL. 32746
Peter McAlindon	c/o McAlindon Enterprises, Inc. 3913 Bibb Lane Orlando, FL. 32817
Peter Peng	c/o Aces, Inc. 1605 Rockdale Loop Heathrow, FL. 32746

ARTICLE VIII
Officers

1. The number of officers may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each officer shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Officers during a term, the remaining officers, by affirmative vote of a majority thereof, may elect an officer to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as officers of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Position</u>	<u>Name</u>	<u>Address</u>
President and CEO	Mark Schiavone	613 Stonefield Loop Heathrow, FL. 32746
Secretary and CIO	Peter McAlindon	c/o McAlindon Enterprises, Inc. 3913 Bibb Lane Orlando, FL. 32817
Treasurer and CFO	Peter Peng	c/o Aces, Inc. 1605 Rockdale Loop Heathrow, FL. 32746

ARTICLE IX
Amendment

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 IX
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal a bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Heathrow, Seminole County, Florida, this 1st day of October, 1996.



Mark Schiavone, Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

Closeout Auction Network, Inc.

2. The name of the registered agent is:

Mark Schiavone.

3. The address of the registered agent/registered office is :

Mark Schiavone

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named as registered agent and designated to accept service of process for the corporation, 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.


Mark Schiavone

DATED: October 1, 1996