

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE 4-15-97
TIME 11:00 CK No.
BY L3

WALK-IN
Will Pick Up _____

_____ of _____ No 53809

RE: Commerce One
Corporation

C.C. FEE. DISBURSED

Capital Expenses _____
Art. of Inc. _____
Corp. Recon. Search _____
Un. Partnership Fil _____
Foreign Corp. Fil _____
(1 cc copy(s) photo _____

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S- _____
Fictitious Name File _____

Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from
Your Capital Connection

FILED
97 APR 15 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
COMMERCE ONE CORPORATION

The undersigned incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be COMMERCE ONE CORPORATION, and its initial postal address and its principal office for the conduct of business are: 46 North Washington Boulevard, Suite 16D, Sarasota, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of business to be transacted by this corporation is:

(a) To engage in the trading of realty and in the trading of other businesses, including (but not limited to) the business of brokerage of such property.

(b) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.

(c) To carry on any and all business as manufacturers, producers, merchants (wholesale and retail), importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy and sell and otherwise deal in any materials, articles or things required to carry on such business.

(d) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever in any manner whatsoever.

(e) To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do and for the accomplishment of any of the purposes or the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

(f) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation and no recitation, expression or declaration of specific powers or

ARTICLE III

The term for which this corporation shall exist shall be perpetual.

ARTICLE IV

The maximum number of shares of stock which this corporation is authorized to issue and to have outstanding at any one time is seven hundred fifty (750) shares of common stock at Ten Dollars (\$10.00) par value per share. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the Directors at a meeting duly convened and held.

ARTICLE V

The name and address of the person signing these Articles as incorporator are: Lawrence Klepetko, 46 North Washington Boulevard, Suite 15, Sarasota, Florida.

ARTICLE VI

The street address of the initial registered office of this corporation and the name of its initial registered agent at such address are as follows:

Registered Agent: Jean P. Sanchez

Registered Office: 46 North Washington Boulevard
Suite 16D
Sarasota, Florida

ARTICLE VII

The business of the corporation shall be conducted, carried on and managed by and through a Board of Directors composed of one (1) or more members, which number may be altered from time

prescribed by law. The initial Board of Directors of this corporation shall consist of one (1) member.

The name and address of the initial director of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation or until successors are elected and have been qualified are as follows:

<u>Name</u>	<u>Address</u>
Jean P. Sanchez	46 North Washington Boulevard Suite 16D Sarasota, Florida

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or other corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or other corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, OR DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT COMMERCE ONE CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SARASOTA, STATE OF FLORIDA, HAS NAMED JEAN P. SANCHEZ, LOCATED AT 46 NORTH WASHINGTON BOULEVARD, SUITE 16D, SARASOTA, FLORIDA, AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN FLORIDA.

(CORPORATE OFFICER)

SIGNATURE *Lawrence Klepetko*
LAWRENCE KLEPETKO

TITLE: Incorporator

DATE April 11 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES.

SIGNATURE *Jean P. Sanchez*
JEAN P. SANCHEZ
REGISTERED AGENT

DATE April 11 1997

FILED
97 APR 15 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA