

P97000096127

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BidSource, Inc

100002339831--5
-11/06/97-01031--002
*****70.00 *****70.00

- Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

FILED
97 NOV 6 AM 8:53
RECORDS IN STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV -6 AM 10:45

97-21-11-NB

Signature _____

Requested by AS 11/00 9:55

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: BIDSOURCE, INC.
Ref. Number: W97000025245

We have received your document for BIDSOURCE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

In order to use the name, an affidavit must be attached to the articles stating that the previous corporation has no intention of revoking the dissolution. The affidavit must give permission for the new corporation to use the name and it must be signed by the director/president of the previous corporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 497A00053741

RECEIVED
97 NOV 10 PM 3:36
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

AFFIDAVIT

ABRAHAM GREENBOIM, being first duly sworn according to law, state:

1. I formerly incorporated under the name of BidSource, Inc., which was administratively dissolved by the Florida Department of State on Sept. 26, 1997.
2. I do not intend to reinstate the old corporation.
3. I intend to form new corporation under the same name, but the new corporation will be a separate entity, with no connection to the first corporation.

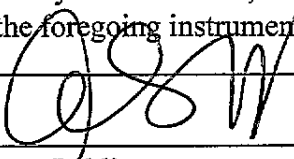
Affiant further sayeth naught.



ABRAHAM GREENBOIM

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this 10th day of November, 1997, before ~~me~~ personally appeared Abraham Greenboim, as who executed the foregoing instrument. The same is personally known to me or has produced as identification ASW



Notary Public
My Commission Expires

FILED
97 NOV 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BidSource, Inc.**

The undersigned subscriber to these articles of incorporation, being a natural person and competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is **BidSource, Inc.**

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a Corporation organized under the Florida general Corporation law, as in effect from time to time.

ARTICLE III. CAPITAL STOCK AUTHORIZED

- a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock at one dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is: ALAN SAKOWITZ, c/o Sakowitz & Sakowitz, Chartered, 1111 Kane Concourse, Suite 401, Bay Harbor Islands, Florida 33154 and the name of the initial registered agent of this Corporation at that address is ALAN SAKOWITZ.

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles is:

**ALAN SAKOWITZ
c/o Sakowitz & Sakowitz, Chartered,
1111 Kane Concourse, Suite 401,
Bay Harbor Islands, Florida 33154**

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of members of the initial board of directors shall be One. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this Corporation is:

**Abraham Greenboim
1111 Kane Concourse, Suite 400
Bay Harbor Islands, FL 33015**

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify each officer, director, former officer and former director, against all expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding which they may be involved, by reason of them being or having been a director or officer of the Corporation, to the fullest extent permitted by law.

ARTICLE XI. BYLAW AGREEMENT

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors, and Stockholders provided that such amendment be in compliance with the laws of Florida.

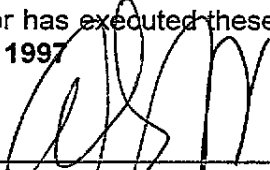
ARTICLE XII. PREEMPTIVE RIGHTS

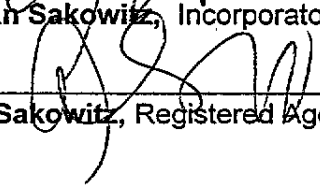
The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE XIII. ACCEPTANCE OF REGISTERED AGENT

The above named registered agent agrees to act in said capacity and to comply with the provisions of all statutes relative to the performance as a registered agent.

IN WITNESS WHEREOF, The undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 5th day of **November, 1997**



Alan Sakowitz, Incorporator


Alan Sakowitz, Registered Agent

STATE OF FLORIDA }
 }
 } SS
COUNTY OF DADE }

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared **Alan Sakowitz** to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 5th day of **November, 1997**.



NOTARY PUBLIC
State of Florida at Large

My commission expires:

 **OLGA M. REYES**
COMMISSION # CC 518058
EXPIRES DEC 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
97 NOV 16 11 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA