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Mehlich, Roegiers, Goldin & Co. Certified Public Accountants

701 Colorado Ave., P.O. Box 3239, Stuart, Florida 34995-3239 (561) 283-7444 • FAX (561) 283-7446

December 3, 1997

Corporate Records Division  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**  
**U.S.P.S. #Z 149 087 367**

400002364244--6  
-12/05/97--01064--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Sales.com, Inc.

Dear Representative:

Enclosed are an original and one (1) copy of the Articles of Incorporation and Acceptance by Registered Agent form for the above-referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office. Also, enclosed is a check in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) for:

Receiving, filing and indexing Articles of Incorporation.....	\$ 35.00
Certified copy of Articles of Incorporation.....	52.50
Registered Agency .....	35.00
Total .....	\$ 122.50

In addition to the foregoing, the above-referenced corporation requests that the Articles be filed effective as set forth on page one (1) of the enclosed Articles.

If you have any questions, please call.

Sincerely,



Mikel C. Spraker

MCS/ljb  
Enclosures

EFFECTIVE DATE  
12-3-97

*Lisa Benton gave  
auth by phone to  
add the date of  
signing.*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC -5 PM 2:02

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**SALES.COM, INC.**

**FILED**  
97 DEC -5 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be: Sales.com, Inc..

The address of the principal office of this corporation shall be: 701 Colorado Ave., Stuart, Florida 34994, and mailing address of the corporation shall be the same.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact any or all 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 this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be: 701 Colorado Avenue, Stuart, Florida 34994, and the name of the initial registered agent of the corporation at that address is Mikel C. Spraker.

**ARTICLE V- TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Mikel C. Spraker, 701 Colorado Avenue, Stuart, Florida 34994.

**EFFECTIVE DATE**  
12-3-97

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the day and year when these Articles are subscribed and acknowledged.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3 day of December, 1997.

  
MIKEL C. SPRAKER

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Mikel C. Spraker, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
MIKEL C. SPRAKER