



P98000045234

ACCOUNT NO. : 072100000032

REFERENCE : 819465 4300090

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : May 14, 1998

ORDER TIME : 1:45 PM

ORDER NO. : 819465-005

CUSTOMER NO: 4300090

CUSTOMER: Ann Schram, Legal Asst  
BAER, MARKS & UPHAM

805 Third Avenue, 19th Floor

New York, NY 10022

200002529642--5

DOMESTIC FILING

NAME: BID.COM USA INC.

EFFECTIVE DATE: May 14, 1998

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CASSANDRA BRYANT

EXAMINER'S INITIALS:

*f 5/20/98*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 19 AM 8:32

RECEIVED  
98 MAY 19 PM 4:06  
DIVISION OF CORPORATION

EFFECTIVE DATE

5/14/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 19 AM 8:32

ARTICLES OF INCORPORATION

OF

BID.COM USA INC.

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:

BID.COM USA INC.

The address of the principal office of this corporation shall be C/O Joel Lopez, 2701 North Rocky Point Drive, Suite 510, Tampa, Florida 33601, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 500 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation shall be May 14, 1998.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 19, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

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DIVISION OF CORPORATIONS  
98 MAY 19 AM 8:32

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

CLB