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ROBIN ROSHKIND, Attorney At Law

515 North Flagler Dr., Suite 300P
West Palm Beach, Fl. 33401

Phone: 561-835-9091

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July 8, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

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****122.50 ****122.50

RE: JUNKYARD DOG, INCORPORATED

Dear Sir/Madam:

Enclosed please find two original Articles of Incorporation for the above named corporation, and my check number 089 in the amount of \$122.50 for filing fees. Please return certified originals to my office.

Thank you.



Robin Roshkind, Esq.

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DIVISION OF CORPORATIONS
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RP
07-21-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 14, 1998

ROBIN ROSHIKIND, ESQ.
515 NORTH FLAGLER DR. SUITE 300P
WEST PALM BEACH, FL 33401

SUBJECT: JUNKYARD DOG, INCORPORATED
Ref. Number: W98000015853

We have received your document for JUNKYARD DOG, INCORPORATED and your check(s) totaling \$122.50. 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 existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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 Purinton
Document Specialist

Letter Number: 998A00037299

*The name of the corporation as per above
is changed to JYD Incorporated.
Two original articles are changed + enclosed.
Thank you
/s/ Roskind (561-835-9091)
Attorney at Law*

ARTICLES OF INCORPORATION

JYD Incorporated

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is JYD Incorporated

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. To provide an interactive Web site offering a broad range of information of use and entertainment to the general population.
2. To provide a venue for advertisers which service this clientele.
3. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State. To transact any other lawful business for which the corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which may be in the opinion of the Board of Directors of the Corporation, advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class and shall have a par value of

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one dollar (\$1.00).

2. No preferences, limitations or relative rights, other than those provided by law, shall exist, in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 515 North Flagler Drive, Suite 300P, West Palm Beach, Fl. 33401. The name of its initial registered agent at such address is: Robin Roshkind, Esq.

ARTICLE SIX

The street address of the Corporation's principal office is: 4975 Sable Pine Circle, Suite 906 A-1, West Palm Beach, Fl. 33409.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is no less than one (1) and no more than one (1) director. The name and address of the person who is to serve as a member of the initial Board of Directors is:

MICHAEL BENJAMIN RIZZIC-SEITZ

who resides at 4975 Sable Pine Circle, Suite 906 A-1, West Palm Beach, Fl. 33409.

ARTICLE EIGHT

The name and address of the incorporator is: Michael Benjamin Rizzic-Seitz.

4975 Sable Pine Circle, Suite 906 A-1, West Palm Beach, Fl. 33409.

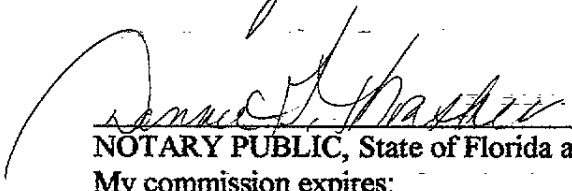
EXECUTED by the undersigned at West Palm Beach, Florida, this 5th
day of 8, 1998.


Michael Benjamin Rizzic-Seitz Incorporator

State of Florida)
County of Palm Beach)

BEFORE ME, the undersigned authority, personally appeared Michael Benjamin Seitz-Rizzic, who after being first duly sworn, acknowledged that he executed the foregoing JYD, Incorporated, a Florida corporation, for the purposes herein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 8
day of July, 1998.

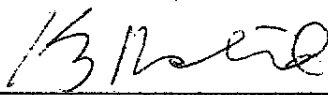

NOTARY PUBLIC, State of Florida at Large
My commission expires:



DONNA G. THRASHER
COMMISSION # CC625697
EXPIRES MAR 02, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC

ACCEPTANCE OF DESIGNATION

I, ROBIN ROSHKIND, ESQ., hereby accept the designation of registered agent for
Junkyard Dog, Incorporated.


Robin Roshkind, Esq., Registered Agent

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