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MATEER & HARBERT, P.A.
ATTORNEYS AT LAW

WILLIAM G. MATEER
RONALD A. HARBERT
STEVEN R. BECHTEL
LAWRENCE J. PHALIN
JAMES B. BOGNER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LUSSIER
DAVID C. WILLIS
KURT E. THALWITZER
RICHARD L. ALLEN, JR.
THOMAS R. HARBERT
MICHAEL A. PAASCH

POST OFFICE BOX 2854
SUITE 600, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2854
TELEPHONE (407) 425-9044
FACSIMILE (407) 423-2016

DONALD R. HENDERSON
BRADLEY P. BLYSTONE
MILDRED BEAM-RUCKER
SUSAN H. NEISWENDER
KAREN M. WILLIAMS
BRIAN L. WAGNER

OF COUNSEL
H. ALLAN WEBER
LANDIS & KANE, P.A.
DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

November 19, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

Re: Articles of Incorporation - Sellme.com, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Sellme.com, Inc., as well as the Certificate Designating Registered Agent for Service of Process Within This State, which we are submitting for filing as a matter of record with the Department of State.

Also enclosed please find a check made payable to the Department of State in the amount of \$70.00 for payment of the required fees for filing these Articles and Designation of the Registered Agent pursuant to Chapter 607, Florida Statutes.

Please file these documents immediately. Your prompt assistance in this regard will be greatly appreciated.

Very truly yours,

David F. Tegeler
David F. Tegeler

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 9:56

DFT/jd
Enclosures

ARTICLES OF INCORPORATION OF SELLME.COM, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a business corporation under Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of the corporation is Sellme.com, Inc.

ARTICLE II - COMMENCEMENT AND TERMINATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

The corporation is organized for the purpose of engaging in and transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and the laws of the United States of America. While pursuing its purposes, the corporation may exercise all of the powers granted currently or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE IV - STATED CAPITAL

The maximum number of shares which the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock. The par value shall be \$0.10 per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation shall be 1747 Hourglass Drive, Orlando, Florida 32806. The mailing address of this corporation shall be Post Office Box 561324, Orlando, Florida 32856-1324.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Alan Wesoloski at the initial registered office address of 1747 Hourglass Drive, Orlando, Florida 32806, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by a vote of the shareholders. The names and addresses of the directors constituting the initial Board of Directors are:

Alan Wesoloski
Post Office Box 561324
Orlando, Florida 32856-1324

Michael Wesoloski
Post Office Box 561324
Orlando, Florida 32856-1324

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles is:

Alan Wesoloski
1747 Hourglass Drive
Orlando, Florida 32806

ARTICLE IX - INDEMNIFICATION

The liability of the directors of the corporation for money damages shall be eliminated to the fullest extent permissible under Florida law. This corporation is authorized to provide indemnification of directors, officers, employees or agents for breach of duty to the corporation and its shareholders through By-Law provisions or through agreements with

directors, officers, employees or agents, or both By-Laws and agreements, in excess of the indemnification specifically allowed by Florida laws, subject to any limitations on indemnifications under the Florida law which cannot be waived.

ARTICLE X - STOCK TRANSFER AGREEMENTS

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XI - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of the corporation.

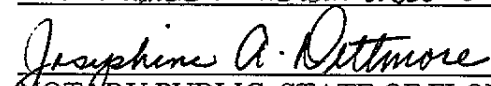
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of November, 1998.



Alan Wesoloski, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of November, 1998, by Alan Wesoloski, who is personally known to me or who has produced FLORIDA DRIVER LICENSE W24201356106 as identification.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

JOSEPHINE A. DETTMORE
Notary Public, State of Florida
My Comm. Expires Nov. 8, 2002
Comm. No. CC782288

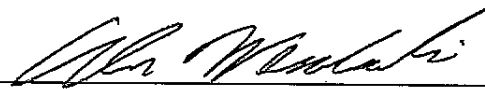
**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said act:

Sellme.com, Inc., desiring to organize as a corporation under the laws of the State of Florida, has named Alan Wesoloski, located at 1747 Hourglass Drive, Orlando, Florida 32806, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the designation to act in this capacity, and I am familiar with and agree to comply with the provision of the obligations of said Act relative to keep open said office.

By: 
Alan Wesoloski
Registered Agent

Date: Nov. 19, 1998

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
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