

P98000106436



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 076964 7155224

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : December 23, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 076964-015

CUSTOMER NO: 7155224

900002720689--6

CUSTOMER: Mr. Rick X. Antunes  
MR. RICK ANTUNES  
MR. RICK ANTUNES  
400 East Semoran Blvd, Ste 202

Casselberry, FL 32707

DOMESTIC FILING

NAME: CARNABY.COM, INC.

EFFECTIVE DATE: .

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: Janice Vanderslice

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 23 PM 2:17

RECEIVED  
98 DEC 23 PM 2:14  
*[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**CARNABY . COM, INC.**

EFFECTIVE DATE

12/21/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC 23 PM 2:17

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: *Carnaby.com, Inc.*

**ARTICLE II. PRINCIPAL OFFICE**

The address of the principal office of this corporation shall be:  
*460 East Semoran Blvd, Suite #200, Casselberry, Florida 32707*, and the mailing address shall be the same.

**ARTICLE III. NATURE OF BUSINESS**

This corporation is organized for the purpose to operate an Internet online person-to-person auction trading community format, to trade a variety of items such as antiques, coins, toys, stamps, memorabilia and may also 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 IV. 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 having \$10 par value per share.

**ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be:  
*460 East Semoran Blvd, Suite #200, Casselberry, Florida 32707.*

**ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually. The effective date of this corporation is  
*December 21, 1998.*

**ARTICLE VII. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

*Americo Antunes*

*460 East Semoran Blvd, Suite #200  
Casselberry, Florida 32707*

**ARTICLE VIII. INCORPORATOR**

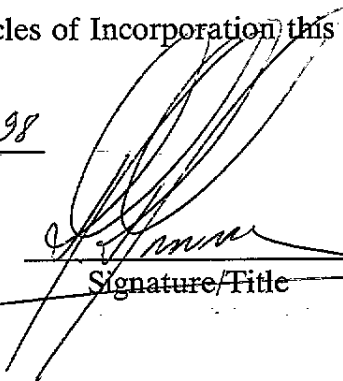
The name and street address of the incorporator to these Articles of Incorporation is:

*Americo Antunes*

*460 Semoran Blvd, Suite #200  
Casselberry, Florida 32707*

The undersigned has (have) executed these Articles of Incorporation this

21st day of February, 19 98

  
\_\_\_\_\_  
Signature/Title

*Director*

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: *Carnaby.com, Inc.*
2. The name and address of the registered agent and office is:

*Americo Antunes*

*460 East Semoran Blvd, Suite #200  
Casselberry, Florida 32707*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 23 PM 2:17

SIGNATURE

TITLE

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE