



THE UNITED STATES
CORPORATION
COMPANY

P98000108451

ACCOUNT NO. : 072100000032

REFERENCE : 085064 7155224

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 1998

ORDER TIME : 11:56 AM

EFFECTIVE DATE
12-28-98

ORDER NO. : 085064-015

800002728218--7

CUSTOMER NO: 7155224

CUSTOMER: Mr. Rick X. Antunes
MR. RICK ANTUNES
MR. RICK ANTUNES
400 East Semoran Blvd, Ste 202
Casselberry, FL 32707

DOMESTIC FILING

NAME: UPBID.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: Angie Glisar

EXAMINER'S INITIALS: _____

FILED

98 DEC 31 PM 3.29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/98
[Signature]

ARTICLES OF INCORPORATION
OF

EFFECTIVE DATE
12-28-98

UPBID . COM, 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: *Upbid.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 28, 1998.

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TALLAHASSEE, FLORIDA

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

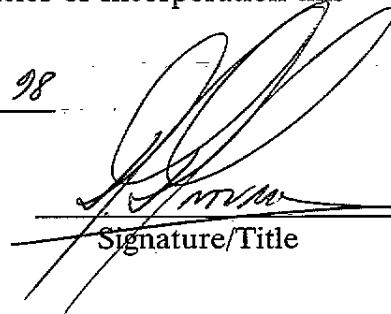
The name and street address of the incorporator to these Articles of Incorporation is:

Americo Antunes

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

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

28TH day of December, 19 98



Signature/Title

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: *Upbid.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*

SIGNATURE

TITLE

DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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