

999 000009372

LAW OFFICES OF  
THOMAS J. THOMAS, P.A.

350 Royal Palm Way, 4th Floor  
Palm Beach, Florida 33480  
Telephone: (561) 655-7903

Thomas J. Thomas  
Board Certified Attorney  
In the Areas of Wills, Trusts,  
Estates and Taxation

January 26, 1999

14155 U.S. Highway One  
Suite 304  
Loggerhead Plaza  
Juno Beach, Florida 33408  
Telephone: (561) 775-9155  
Fax: (561) 775-0270

VIA UPS OVERNIGHT DELIVERY

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

300002757513--0

-01/28/99--01065--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: ecom ecom.com, inc., F/K/A U S Amateur Sports, Inc.  
U S Amateur Sports Companies

Dear Sir or Madam:

Company

Please process the enclosed documents in the order indicated:

1. Third Articles of Amendment of U S Amateur Sports, Inc.,  
changing its name to ecom ecom.com, inc. along with a check to  
cover the following expenses:

|                |                |
|----------------|----------------|
| Filing Fee     | \$35.00        |
| Certified Copy | 8.75           |
| Total          | <u>\$43.75</u> |

This name change will make the following corporate name available  
for filing:

2. Articles of Incorporation for U S Amateur Sports  
Companies, along with a check to cover the following expenses:

|                      |                |
|----------------------|----------------|
| Filing Fee           | \$35.00        |
| Registered Agent Fee | 35.00          |
| Certified Copy       | 8.75           |
| Total                | <u>\$78.75</u> |

Thomas  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT eff. date & name  
DATE 1/29  
DO EXAM SD

rec'd  
art & amend  
1/27/99 - had  
requested an  
effec. date of  
1/25/99 -  
could not file  
N/A amend eff. the  
25th so I  
deleted any  
reference  
to eff date  
from cover  
letter

SD  
1/29

ARTICLES OF INCORPORATION

OF

U S AMATEUR SPORTS COMPANY

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

ARTICLE ONE

The name of this corporation is U S Amateur Sports Company

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is Fifty Million (50,000,000), all of which shall be common shares with a par value of \$.0001 per share.

ARTICLE FIVE

5.01 The street address and mailing address of the initial corporate office of the corporation is 8125 Monetary Drive, Suite H4, Riviera Beach, Florida 33404.

5.02 The name and address of the initial Resident Agent for this corporation to accept service of process within the State of Florida is David J. Panaia, 8125 Monetary Drive, Suite H4, Riviera Beach, Florida 33404.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is David J. Panaia, 8125 Monetary Drive, Suite H4, Riviera Beach, Florida 33404.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

FILED  
99 JAN 27 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

7.01 One director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

| <u>Name</u>     | <u>Address</u>   |
|-----------------|--|
| David J. Panaia | 8125 Monetary Drive<br>Suite H4<br>Riviera Beach, FL 33404 |

ARTICLE EIGHT

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 25<sup>th</sup> day of January, 1999.

INCORPORATOR:

David J. Panaia  
DAVID J. PANAIA

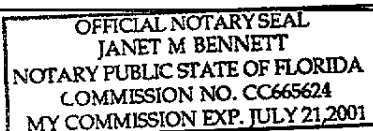
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of January, 1999, by David J. Panaia, who personally appeared before me and (check one) ✓ who is personally known to me (or, if not personally known to me) \_\_\_\_\_ who has produced \_\_\_\_\_ as identification, and who did not take an oath.

NOTARY PUBLIC:

Janet M. Bennett  
Sign above and Print Name  
Here: \_\_\_\_\_  
My commission number, if any, is \_\_\_\_\_



STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

U S Amateur Sports Company is a Florida corporation organized under the laws of the State of Florida, with its principal office at 8125 Monetary Drive, Suite H4, Riviera Beach, Florida 33404, in the County of Palm Beach, State of Florida, has named David J. Panaia, 8125 Monetary Drive, Suite H4, Riviera Beach, Florida 33404, its agent to accept service of process within this state.

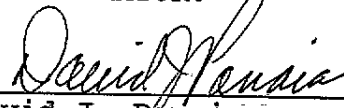
OFFICERS

| <u>NAME</u>     | <u>TITLE</u>        | <u>ADDRESS</u>   |
|-----------------|---------------------|--|
| David J. Panaia | President/Secretary | 8125 Monetary Drive<br>Suite H4<br>Riviera Beach,<br>Florida 33404 |

DIRECTORS

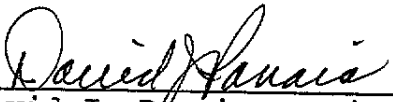
|                 |  |
|-----------------|--|
| David J. Panaia | 8125 Monetary Drive<br>Suite H4<br>Riviera Beach, FL 33404 |
|-----------------|--|

INCORPORATOR:

  
\_\_\_\_\_  
David J. Panaia

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
David J. Panaia, Registered  
Agent

D:\PANAIA\USASCOMP.ART

FILED  
99 JAN 27 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA