

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(850) 487-6052

February 23, 1999

P99000018891

From: Law Offices of James Pruden, P.A.  
370 W. Camino Gardens Blvd., Suite 210  
Boca Raton, FL 33432  
Phone 561 417-4644

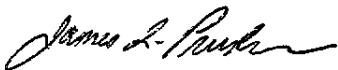
SUBJECT: MerchantOnline.com, Inc.

Enclosed please find the following:

1. The original and one copy of Certificate of Domestication
2. The original and one copy of Articles of Incorporation
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance
4. A check in the amount of \$128.75 for the filing fees relating to the Certificate of Domestication, Articles of Incorporation, registered agent designation fee and a certified copy.

As this filing is timely, please Federal Express the certified copy of the certificate to my office at the above address and charge my Fed-X account #220636771. If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Thank you for your assistance,



James Pruden, Esq.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DOMESTICATION  
OF  
MerchantOnline.com, Inc.

To the Department of State of the State of Florida:

Pursuant to the provisions of Section 607.1801 of the Florida Statutes, the undersigned Corporation submits the following Certificate for the purpose of becoming domesticated in Florida:

FIRST: The date on which the Corporation first came into being was **March 18, 1993**

SECOND: The jurisdiction where the Corporation was first formed was **the state of Colorado.**

THIRD: The name of the Corporation immediately prior to the filing of this Certificate was **MerchantOnline.com, Inc.**

FOURTH: The name the Corporation will use in Florida, as set forth in its articles of incorporation filed with this Certificate is **MerchantOnline.com, Inc.**

FIFTH: Immediately prior to the filing of this Certificate, the principal place of business of the Corporation was located at **2851 S. Parker Road, Suite 720, Aurora, Colorado 80014.**

Dated: February 23, 1999

**MerchantOnline.com, Inc.**

By: \_\_\_\_\_

Tarek S. Kirschen, President

CERTIFICATION

I, Tarek S. Kirschen, do hereby certify that I am the President of MerchantOnline.com, Inc., and that I am authorized to sign this Certificate of Domestication on behalf of the Corporation. I further certify that all of the statements in the foregoing instrument are true and correct.

By: \_\_\_\_\_

Tarek S. Kirschen, President

STATE OF FLORIDA           )  
COUNTY OF Palm Beach    )

On 2/23/1999, before me personally appeared Tarek S. Kirschen, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the instrument for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

James L. Pruden  
Notary



James L. Pruden  
Commission # 00200072  
Expires Feb. 7, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

My commission expires \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
MerchantOnline.com, Inc.**

**Article 1  
Corporate Name**

The name of this corporation shall be "MerchantOnline.com, Inc."

**Article 2  
Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 1600 South Dixie Highway, 3<sup>rd</sup> Floor  
Boca Raton, Florida 33432

**Article 3  
Nature of Corporate Business**

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and is organized for the following general purposes:

- (a) To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and
- (b) To make loans to or hold stock in other business entities, and enter into partnerships, limited partnerships, and joint ventures with other business entities.

**Article 4  
Capital Stock**

The aggregate number of shares which the corporation shall have authority to issue is 125,000,000, of which 25,000,000 shall be Preferred Shares, \$.01 par value per share, and 100,000,000 shall be Common Shares, no par value per share, and the designations, preferences, limitations and relative rights of the shares of each such class are as follows:

**(I) Preferred Shares**

The corporation may divide and issue the Preferred Shares into series. Preferred Shares of each series, when issued, shall be designated to distinguish it from the shares of all other series of the class of Preferred Shares. The Board of Directors is hereby expressly vested with authority to fix and determine the relative rights and preferences of the shares of any such series so established to the fullest extent permitted by these Articles of Incorporation and the laws of the State of Florida in respect to the following:

- (a) The number of shares to constitute such series, and the distinctive designations thereof;
- (b) The rate and preference of dividend, if any, the time of payment of dividend, whether dividends are cumulative, and the date from which any dividend shall accrue;
- (c) whether the shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (d) The amount payable upon shares in the event of involuntarily liquidation;
- (e) The amount payable upon shares in the event of voluntary liquidation;

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- (f) Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- (g) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
- (h) Voting powers, if any; and
- (i) Any other relative right and preferences of shares of such series, including, without limitation, any restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights or powers to which shares of any further series shall be subject.

## **(II) Common Shares**

Holders of the Common Shares have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Florida Business Corporation Act; and further are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts, liabilities and any liquidation preferences of, and unpaid dividends on, any class of preferred stock then outstanding.

### **Article 5** **Term of Existence**

This Corporation shall have perpetual existence.

### **Article 6** **Effective Date of Corporation**

Pursuant to the provisions of Fla. Stat. § 607.1801, the Corporation shall retain, as its effective date of incorporation, the date on which the Corporation first came into being of March 18, 1993.

### **Article 7** **Registered Agent**

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

James L Pruden, Esq.  
370 W. Camino Gardens Blvd., Suite 210  
Boca Raton, FL. 33432

### **Article 8** **Management**

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors. The number of directors of the corporation shall be fixed by the bylaws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors, provided that the number of directors shall not be more than seven (7) nor less than one (1).

### **Article 9** **Cumulative Voting**

Cumulative voting shall not be permitted in the election of directors or otherwise.

## **Article 10**

### **Shareholder Voting**

Except as the bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the votes entitled to be cast on any matter by each voting group entitled to vote on a matter shall constitute a quorum of that voting group for action on that matter at any meeting of shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Florida Business Corporation Act, with respect to action on amendment to these Articles of Incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the corporation, on the granting of consent to the disposition of property by an entity controlled by the corporation, and on the dissolution of the corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

## **Article 11**

### **Management Conduct**

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of, and not in limitation or exclusion of, the powers conferred by law.

#### **(I) Conflicting Interest Transactions.**

As used in this paragraph, "conflicting interest transactions" means any of the following: (i) a loan or other assistance by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer or has a financial interest; (ii) a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest; or (iii) a contract or transaction between the corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest. No conflicting interest transaction shall be void or voidable, be enjoined, be set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or an entity in which a director of the corporation is a director or officer or has a financial interest, or solely because the director is present at or participates in the meeting of the corporation's board of directors or of the committee of the board of directors which authorizes, approves or ratifies a conflicting interest transaction, or solely because the director's vote is counted for such purpose, if: (a) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors' committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, without counting the votes or consents of such interested directors; or (b,) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the shareholders; or (c) a conflicting interest transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the shareholders. If a majority of directors who have no such relationship or interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action.

## **(II) Loans and Guarantees for the Benefit of Directors.**

Neither the board of directors nor any committee thereof shall authorize a loan by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer or has a financial interest, or a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest, until at least ten days written notice of the proposed authorization of the loan or guaranty has been given to the shareholders who would be entitled to vote thereon if the issue of the loan or guaranty were submitted to a vote of the shareholders. The requirements of this subparagraph (II) are in addition to, and not in substitution for, the provisions of subparagraph (I) of this Article.

## **(III) Indemnification.**

The corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the corporation or because he is or was serving another entity or employee benefit plan as a director, officer, partner, trustee, employee, fiduciary or agent at the corporation's request. The corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

## **(IV) Limitation on Director's Liability.**

No director of this corporation shall have any personal liability for monetary damages to the corporation or its shareholders for breach of his fiduciary duty as a director, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for: (i) any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) voting for or assenting to a distribution in violation of Fla. Stat. § 607.0834 or the Articles of Incorporation if it is established that the director did not perform his duties in compliance with Fla. Stat. § 607.0830, provided that the personal liability of a director in these circumstances shall be limited to the amount of the distribution which exceeds what could have been distributed without violation of Fla. Stat. § 607.0830 or the Articles of Incorporation; or (iv) any transaction from which the director directly or indirectly derives an improper personal benefit. Nothing contained herein will be construed to deprive any director of his right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right he may have for contribution from any other director or other person.

## **(VI) Negation of Equitable Interests in Shares or Rights.**

Unless a person is recognized as a shareholder through procedures established by the corporation pursuant to the Florida Business Corporation Act, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes permitted by the Florida Business Corporation Act, including without limitation all rights deriving from such shares, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares on the part of any other person including without limitation, a purchaser, assignee or transferee of such shares, unless and until such other person becomes the registered holder of such shares or is recognized as such, whether or not the corporation shall have either actual or constructive notice of the claimed interest of such other person. By way of example and not of limitation, until such other person has become the registered holder of such shares or is recognized pursuant to the Florida Business Corporation Act or any similar applicable law, he shall not be entitled: (i) to receive notice or the meetings of the shareholders; (ii) to vote at such meetings; (iii) to examine a list of the shareholders; (iv) to be paid dividends or other distributions payable to shareholders; or (v) to own, enjoy

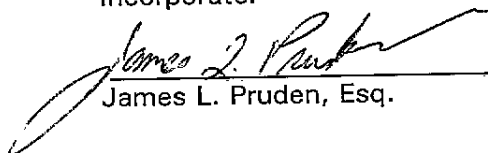
and exercise any other rights deriving from such shares against the corporation. Nothing contained herein will be construed to deprive any beneficial shareholder, as defined Florida Business Corporation Act or any subsequent law, of any right he may have pursuant thereto.

**Article 12**  
**Incorporator**

The name of the person signing these Articles of Incorporation as the Incorporator is James L. Pruden, Esq. whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL. 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 23th day of February 1999.

Incorporator

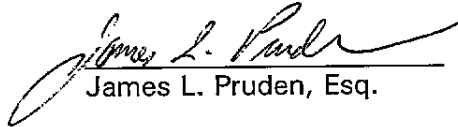
  
James L. Pruden, Esq.

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 607.0501, Florida Statutes, MerchantOnline.com, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1600 South Dixie Highway, 3<sup>rd</sup> Floor Boca Raton, Florida 33432 has named James L. Pruden, whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL. 33432 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
James L. Pruden, Esq.

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