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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

American Manufacturers.com, Inc.

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The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

The name of this Corporation shall be **AMERICAN MANUFACTURERS.COM, INC.** The initial mailing address of the Corporation shall be 7820 South Holiday Drive, Suite 320, Sarasota, FL 34231.

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

The total authorized shares of capital stock which the Corporation shall have the authority to issue is 70,000,000, consisting of (i) 50,000,000 shares of Common Stock with a par value of \$.0001 per share and 20,000,000 shares of Preferred Stock, par value \$.0001 per share. The Preferred Stock may be issued in one or more series as shall from time to time be created and authorized by the Board of Directors, with such voting powers, full or limited, or no voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereon as set forth in a resolution adopted by the Board of Directors.

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ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Mark S. Scott, Esq.
White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 7820 South Holiday Drive, Suite 320, Sarasota, Florida 34231. The name of the initial Registered Agent of this Corporation at the above address shall be James Neal Hutchinson.

ARTICLE VII
Number of Directors

The number of directors shall be determined by the Board of Directors in accordance with the By-Laws of the Corporation. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office in accordance with the By-Laws of the Corporation.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Andrew Badolato
7820 South Holiday Drive, Suite 320
Sarasota, FL 34231

Gerald C. Parker
101 Phillipe Parkway, Suite 300
Safety Harbor, FL 34695

Ron Anderson
101 Phillipe Parkway, Suite 300
Safety Harbor, FL 34695

Mark Timm
101 Phillipe Parkway, Suite 300
Safety Harbor, FL 34695

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 25th day of May, 1999.

By: 
Mark S. Scott, Esq., Incorporator


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

American Manufacturers.com, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 7820 South Holiday Drive, Suite 320, Sarasota, FL 34231, as its initial Registered Office and has named James Neal Hutchinson, located at said address as its initial Registered Agent.

By: 
Mark S. Scott, Esq.
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
James Neal Hutchinson
Registered Agent

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