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May 1, 1999

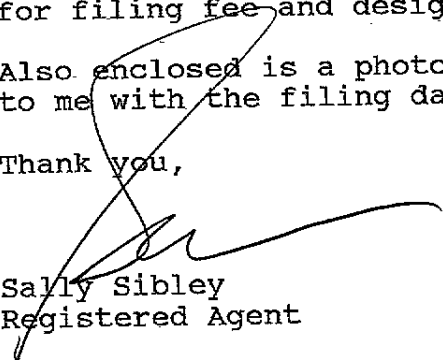
Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for AUCTIONISLAND.COM, INC. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,


Sally Sibley
Registered Agent

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-05/24/99--01142--017
*****70.00 *****70.00

FILED
99 MAY 24 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP 5-27-99
18-12-3

ARTICLES OF INCORPORATION

FILED
99 MAY 24 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is AUCTIONISLAND.COM, INC.
2. The purpose for which this corporation is organized is to transact any and all business for which corporations may be incorporated under Chapter 607, Florida Statutes.
3. The corporation shall have the authority to issue 5000 shares of common stock, in one class only, each with a par value of \$1.00.
4. The registered agent shall be SALLY SIBLEY and the initial registered office shall be at 209 Farrington Lane Kissimmee, FL 32744.
5. The initial Board of Directors shall have four members whose names and addresses are as follows:
David Fournier Michael McNally Brian McNally Sally Sibley
1023 Cabellero 7861 Villa Dr 3410 Galaxy Ct 209 Farrington
Ocoee, FL 34761 Orlando, FL 32816 Orlando, FL 32819 Kissimmee FL 34744
6. The incorporator of this corporation is SALLY SIBLEY whose address is 209 Farrington Lane Kissimmee, FL 34744. The mailing address and principal office of the corporation is 209 Farrington Lane Kissimmee, FL 34744.

Dated April 27, 1999

Sally Sibley
Incorporator

STATE OF FLORIDA
COUNTY OF Osceola

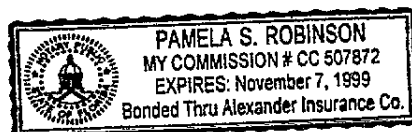
BEFORE me, the undersigned authority, personally appeared SALLY SIBLEY who is well known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Kissimmee, Osceola County, State of FLORIDA this 27TH day of April, 1999

Notary Public Pamela S. Robinson

Accepted by Registered Agent:
Sally Sibley

My commission expires:



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 AUCTIONISLAND.COM, INC.
2. The name and address of the registered agent and office is:
SALLY SIBLEY
209 FARRINGTON LANE
KISSIMMEE, FL 34744

SIGNATURE _____

TITLE PRESIDENT

DATE April 27, 1999

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 April 27, 1999

REGISTERED AGENT FILING FEE: \$35.00

FILED
99 MAY 24 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA