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5/19/99

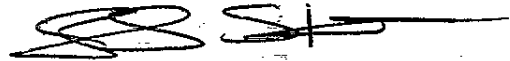
DEAR SECRETARY

ENCLOSED ARE TWO COPIES OF THE ARTICLES OF INCORPORATION FOR AUCTIONHOUSE.COM, INC. AND A CHECK FOR \$122.50 FOR THE FILING FEES. PLEASE FILE AND FORWARD A CERTIFIED COPY OF THESE ARTICLES TO:

F.M.T.S.I.
7464 WENTWORTH DRIVE
LAKE WORTH FL, 33467

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-05/24/99-01117-017
****122.50 *****78.75

SINCERELY,



JEFFREY S. HOSHOR

99 JUN 14 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. SMITH JUN 14 1999

W-13070
TS
W-12552
TS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 4, 1999

F.M.T.S.I.
7464 WENTWORTH DR.
LAKE WORTH, FL 33467

SUBJECT: AUCTIONHOUSE, INC.
Ref. Number: W99000013070

We have received your document for AUCTIONHOUSE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 199A00030564

99 JUN 14 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
NETACTIONS, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

NETACTIONS, INC.

The corporation shall have perpetual existence.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to stock consisting of Five Million shares of Ten Cents (\$.10) par value common stock.

ARTICLE IV

INITIAL CORPORATE OFFICE AND CORPORATE MAILING ADDRESS

The corporate mailing address and the initial registered office of the corporation is 7464 WENTWORTH DR, LAKE WORTH FL 33467. The name of the Initial Registered Agent of the corporation is JEFFREY S. HOSHOR.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and until the successor shall have been duly elected and qualified, or until earlier resignation, removal from office, or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name of the initial Director of the corporation is:

JEFFREY S. HOSHOR

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the corporation is:


JEFFREY S. HOSHOR
7464 WENTWORTH DRIVE
LAKE WORTH FL 33467

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended in accordance with applicable law upon the affirmative vote of the holders of a majority of the outstanding shares of the corporation. Any right conferred any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 9th day of JUNE, 1999.


INCORPORATOR
JEFFREY S. HOSHOR

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth below, personally appeared JEFFREY S. HOSHOR who is known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

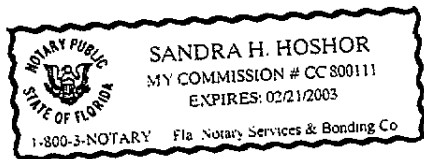
STATE OF FLORIDA)

SS#302-68-6170

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 9th day of JUNE, 1999 by JEFFREY S. HOSHOR, who is personally known to me and who did take an oath.

Sandra H. Hoshor



SANDRA H. HOSHOR
NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of NETAUCTIONS, INC.

BY:

Jeffrey S. Hoshor

DATE:

6/10/99

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99 JUN 14 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA