

P99000056756

approvedbuyer.com corp.

1001 N. Lake Destiny Rd. #175
Maitland, Florida 32751

June 17, 1999

Florida Department of State
Division of Corporations
Bureau of Corporation Records
Charter Section
P. O. Box 6327
Tallahassee, FL 32314

700002910387--9
-06/21/99--01091--002
*****122.50 *****78.75

Gentlemen:

Enclosed please find our check as payment for the following fees relative to our incorporation:

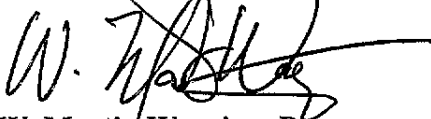
Filing Fee	\$ 35.00
Registered Agent	35.00
Certified fee	<u>52.50</u>
Total	\$122.50

EFFECTIVE DATE
6/17/99

Please return all documents to this office upon recording.

Sincerely,

approvedbuyer.com corp.


W. Martin Wareing, Pres.

FILED
99 JUN 21 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: Articles of Incorporation
Check # 3327

TS 6/23/99

ARTICLES OF INCORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

~~EFFECTIVE DATE~~
6/17/99

ARTICLE ONE

NAME

The name of the corporation is
approvedbuyer.com corp.

FILED
99 JUN 21 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TWO

DURATION

The corporation shall commence existence as of the date of execution of these articles. The term of existence shall be perpetual.

ARTICLE THREE

PURPOSE

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

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares. All shares shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX

RESTRICTION OF TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of three fourths (3/4) of the outstanding shares of this corporation.

ARTICLE SEVEN

REGISTERED OFFICE

The address of the initial registered office of the corporation is:

1001 N. Lake Destiny Rd. #175

Maitland, FL 32751

and the name of the initial registered agent at such address is:

W. Martin Wareing

ARTICLE EIGHT

INITIAL STOCK SUBSCRIPTIONS

The initial subscribers to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

James L. Moncrief	500 Shares
861 Silverwood Dr.	
Lake Mary, FL 32746	

W. Martin Wareing	500 Shares
3955 Waterview Loop	
Winter Park, FL 32789	

ARTICLE NINE

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE TEN

INCORPORATORS

The names and addresses of the incorporators are:

James L. Moncrief
861 Silverwood Dr.
Lake Mary, FL 32746

W. Martin Wareing
3955 Waterview Loop
Winter Park, FL 32789

ARTICLE ELEVEN

AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in the articles of incorporation, or any amendment hereto, but only by the vote of at least three fourths (3/4) of the outstanding shares of this corporation.

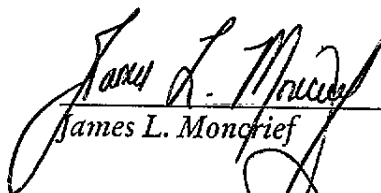
ARTICLE TWELVE

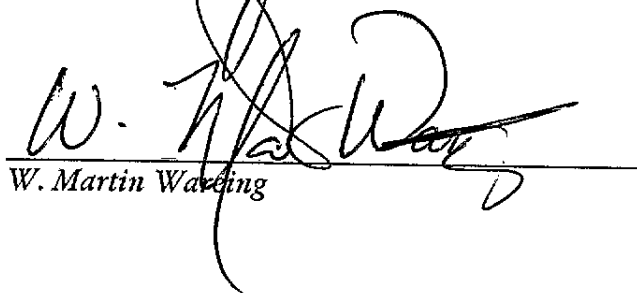
PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is:

1001 N. Lake Destiny Rd. #175
Maitland, FL 32751

In witness whereof, the undersigned incorporators have executed these articles of this the 17th day of June, 1999.



James L. Moncrief


W. Martin Wareing

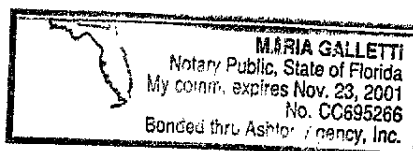
State of Florida
County of Orange

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **James L. Moncrief** and **W. Martin Wareing**, to me known to be the person(s) described herein and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the 17 day of June, 1999.



Notary Public
My commission expires:



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 and names and addresses of the officers and directors.

In compliance with chapter 48.091 for the Florida Statutes, the following is submitted:

approvedbuyer.com corp.

a corporation organizing under the laws of the State of Florida with its principal office at:

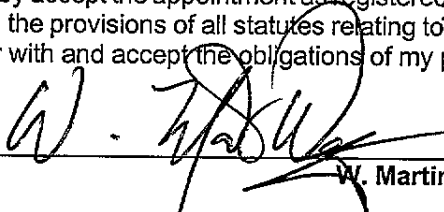
**1001 N. Lake Destiny Rd. #175
Maitland, FL 32751**

has named the following as its agent to accept service process within the state:

W. Martin Wareing

ACCEPTANCE

Having been named as registered agent and 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 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.



W. Martin Wareing

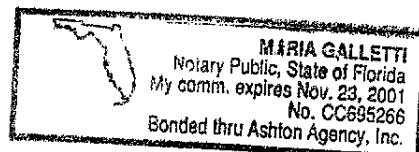
State of Florida
County of Orange

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **W. Martin Wareing**, to me known to be the person described herein and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the 17th day of June, 1999



Notary Public
My commission expires:



FILED
99 JUN 21 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA