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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Buy and Sell Dot Coms, Inc.

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TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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ARTICLES OF INCORPORATION

OF

BuyandSellDotComs, Inc.

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The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be BuyandSellDotComs, Inc.

Article II: The principal place of business and mailing address of this corporation shall be 505 Sally Lee Drive, Ellentown, Florida 34222.
Ellentown

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred and fifty thousand (150,000) all of which are without par value and classified as Common shares.

Article IV: The name and address of the initial registered agent is Brian Thomas, 505 Sally Lee Drive, Ellentown, FL 43222.
Ellentown

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

NAME
Brian Thomas

ADDRESS
505 Sally Lee Drive
Ellentown, FL 34222
Ellentown

Article VI: The Corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes and, in particular, to engage in the business of e-commerce solutions and other consulting and management services regarding the Internet.

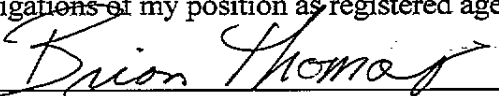
Article VII: The period of duration of the corporation is perpetual.

Article VIII: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 25th day of June, 1999.


Brian Thomas, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

By: 
Brian Thomas

Date: 6-25-99

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