



THE UNITED STATES  
CORPORATION  
COMPANY

P990000191

FILED

99 JUL -6 AM 9:37

ACCOUNT NO. : 072100000032

REFERENCE : 296739 7132648

AUTHORIZATION :

COST LIMIT : \$ 78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Patricia

ORDER DATE : July 2, 1999

ORDER TIME : 4:26 PM

ORDER NO. : 296739-005

400002923064--2

CUSTOMER NO: 7132648

CUSTOMER: William R. Black, Esq  
WILLIAM R. BLACK, P.A.  
WILLIAM R. BLACK, P.A.  
Suite 102  
2691 East Oakland Park Blvd.  
Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: E-B2B ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH

7/6/99

RECEIVED  
99 JUL -6 AM 8:52  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
99 JUL -6 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

**OF**

**E-b2b ENTERPRISES, INC.**

### **ARTICLE I - NAME**

The name and address of this corporation is: **E-b2b ENTERPRISES, INC., 420 N.E. 25<sup>TH</sup> Terrace, Boca Raton, Florida 33431.**

### **ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

### **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

### **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock.

### **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: **2691 E. Oakland Park Blvd., Suite 102, Ft. Lauderdale, Florida 33306** and the name of the initial registered agent of this corporation at that address is: **William R. Black, Esquire.**

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have five directors initially. The number of directors may be either increased (or decreased) from time to time by the By-Laws.

<u>NAME</u>	<u>ADDRESS</u>
Esther Pederson President	12532 Vista Panorama Santa Ana, CA 92705 800/307-7899
Dave Cantral Secretary	12532 Vista Panarama Santa Ana, CA 92705 800/307-7899
Martha Henry Treasurer	420 N.E. 25 <sup>th</sup> Terrace Boca Raton, FL 33431 561/361-6766

## **ARTICLE VIII - INCORPORATOR**

### NAME/ADDRESS

Martha Henry  
420 N.E. 25<sup>th</sup> Terrace  
Boca Raton, FL 33431

## **ARTICLE IX - SUB-CHAPTER S AND CHAPTER 1244 PROVISIONS**

This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock" and, further, this corporation and each subscriber hereto shall take whatever action is necessary to cause the corporation to file an election to become a Subchapter S corporation, as such terms are used and defined in the Internal Revenue Code of 1952, as amended.

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 24 day of June, 1999.

Martha Henry  
INCORPORATOR

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD)

On this 24 day of June, 1999, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Martha Henry**, [XX] to me personally known, [ ] who presented driver's license no. \_\_\_\_\_, or [ ] other identification, and who did take an oath, and acknowledged that he executed the foregoing Articles of Incorporation freely and voluntarily.



William R. Black  
MY COMMISSION # CC736277 EXPIRES  
August 24, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

William R. Black  
Notary Public

Notary Stamp

FILED  
99 JUL -6 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping open said office.

William R. Black  
William R. Black, Esquire  
Registered Agent