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BARRY L. WILLIAMS
12726 WINDERMERE ISLES PLACE
WINDERMERE, FLORIDA 34786
(407) 876-7991

WRITER'S DIRECT LINE
(407) 876-7991

July 2, 1999

VIA OVERNIGHT DELIVERY

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

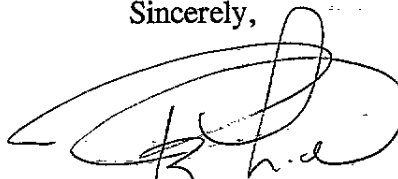
Re: Articles of Incorporation

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-07/06/99--01143--014
*****87.50 *****87.50

Dear Sir or Madam:

Included in this mailing are the Articles of Incorporation and a check to cover the associated fee for filing said articles. In addition, the check includes the fee for a certified copy of the articles to be returned to me in the enclosed stamped, self addressed envelope. If you have any questions you may contact me at the address or telephone number above.

Sincerely,



Barry L. Williams

Enclosure(s)

FILED
99 JUL -6 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 7/14/99

AMERICAN BUYING NETWORK, INC.

Articles of Incorporation

THE UNDERSIGNED, acting as sole incorporator of **AMERICAN BUYING NETWORK, INC.** (the "Corporation") under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is **AMERICAN BUYING NETWORK, INC..**

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 12726 Windermere Isles Place, Windermere, Florida 34786. The location of the principal office and the mailing address shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III

Shares

The Corporation shall have the authority to issue Twenty Million Ten Thousand (20,010,000) shares of Common Stock, One Cent (\$0.01) par value per share. Such authorized Common Stock shall be divided into two classes designated as Class A Common Stock and Class B Common Stock, with the Class A Common Stock consisting of Ten Thousand (10,000) shares and the Class B Common Stock consisting of Twenty Million (20,000,000) shares. The rights and preferences of the shares of each class shall be identical except that the holders of shares of Class A Common Stock shall be entitled to one (1) vote per share on all matters submitted to a vote of the shareholders of the Corporation, and the holders of shares of Class B Common Stock shall not have voting rights.

ARTICLE IV

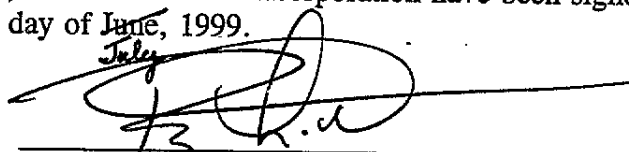
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 12726 Windermere Isles Place, Windermere, Florida 34786, and the initial Registered Agent at such address is Barry L. Williams.

ARTICLE V
Incorporator

The name and address of the sole incorporator of the Corporation is: Barry L. Williams, 12726 Windermere Isles Place, Windermere, Florida 34786.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 2nd day of ~~June~~^{July}, 1999.



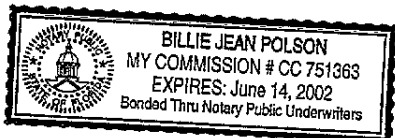
Barry L. Williams, Incorporator

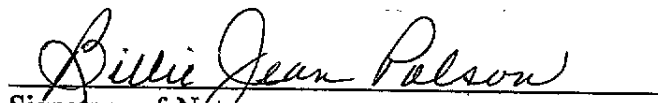
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of ~~June~~^{July}, 1999, by Barry L. Williams. Such person did not take an oath and: (notary must check applicable box)

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced _____ as identification.

{Notary Seal must be affixed}





Signature of Notary

Billie Jean Polson

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

AMERICAN BUYING NETWORK, INC.

Acceptance of Appointment by Initial Registered Agent

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 2nd day of ^{July}~~June~~, 1999.

REGISTERED AGENT:

BARRY L. WILLIAMS

By: 
Barry L. Williams, Agent

FILED

99 JUL -6 AM 11:48

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**