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LAW OFFICES  
CURTIS S. FALLGATTER, P.A.  
OLD TITLE & TRUST COMPANY BUILDING  
200 EAST FORSYTH STREET  
JACKSONVILLE, FLORIDA 32202  
E-MAIL: CSF@LEADING.NET

TELEPHONE  
904-353-5800

FILED  
1999 SEP -1 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FACSIMILE  
904-353-5801

April 21, 1999

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

500002849365-3  
-04/23/99-01071-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Somanda, Inc.*  
Re: Articles of Incorporation for ~~BANK\$.COM, Inc.~~

Dear Sir or Madam:

Enclosed please find one original and one copy of Articles of Incorporation for BANK\$.COM, Inc. for filing with the Secretary of State. Also enclosed is a check in the amount of \$70.00 for the filing fee. Upon filing of the articles, please return a file stamped copy to the following address:

*Somanda, Inc.*  
~~BANK\$.COM, Inc.~~  
Attn: Samuel L. Banks  
1534 Windhaven Dr. E.  
Jacksonville, Florida 32225

Thank you for your assistance in this matter. If you should need anything further, please do not hesitate to contact me.

Sincerely,

*Rachel Schwerdtfeger*

Rachel Schwerdtfeger  
Legal Assistant

Encl.  
47630

ARTICLES OF INCORPORATION

OF

SAMANDA, INC.

FILED  
1999 SEP -1 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is SAMANDA, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 1534 Windhaven Dr. E., Jacksonville, Florida 32225.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

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

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Dollar (\$1.00) per share.

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

The street address of the initial registered office of this Corporation is 1534 Windhaven Dr. E., Jacksonville, Florida 32225, and the name of its initial registered agent at such address is Samuel L. Banks.

**ARTICLE VII-INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the person who is to serve as the initial Director is:

Samuel L. Banks                      1534 Windhaven Dr. E.  
   Jacksonville, Florida 32225

**ARTICLE VIII-INCORPORATOR**

The name and address of the incorporator is Samuel L. Banks, 1534 Windhaven Dr. E., Jacksonville, Florida 32225.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of August, 1999.

  
Samuel L. Banks, Incorporator

STATE OF FLORIDA     )

COUNTY OF DUVAL     )

The foregoing instrument was acknowledged before me this 30<sup>th</sup>  
day of August, 1999, by Samuel L. Banks. He is personally known to  
me.

Rachel D. Schwerdtfeger  
Notary Public for the State of  
Florida at Large

My Commission Expires:

Commission Number:

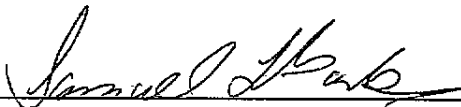


RACHEL D. SCHWERTFEGER  
COMMISSION # CC 672703  
EXPIRES AUG 17, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

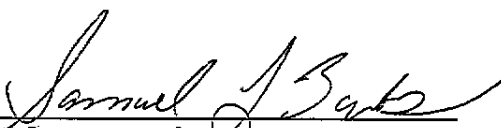
In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

That SAMANDA, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Samuel L. Banks, located at 1534 Windhaven Dr. E., Jacksonville, Florida 32225, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Samuel L. Banks, Incorporator  
Date: 8-30-99

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Samuel L. Banks hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
\_\_\_\_\_  
Samuel L. Banks  
Date: 8-30-99

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TALLAHASSEE, FLORIDA