

RAFOOL & RAFOOL, P.A.  
ATTORNEYS AND COUNSELORS AT LAW



Brandon J. Rafool  
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**P99000079564**  
August 31, 1999

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100002978071--4  
-09/03/99--01027--001  
\*\*\*122.50 \*\*\*\*\*78.75

RE: JuiceAuctions.Com, Inc.

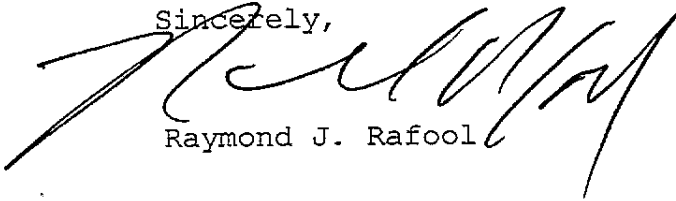
Dear Sir/Madam:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Corporation of JuiceAuctions.Com, Inc., Registered Agent form for said corporation, and check number 2875 in the amount of \$122.50 to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter.

Sincerely,

  
Raymond J. Rafool

RJR:lm

Enclosures

cc: Client

FILED  
99 SEP -2 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/8/99 TS

**ARTICLES OF INCORPORATION**

**OF**

**JuiceAuctions.Com, Inc.**

FILED  
99 SEP -2 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is JuiceAuctions.Com, Inc. whose address is: 1519 Third Street, S.E., Winter Haven, Florida, 33880.

**ARTICLE II - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The total authorized capital stock of this Corporation shall be 10,000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

**ARTICLE IV - PREEMPTIVE RIGHTS**

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

**ARTICLE V - IDEMNITY**

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or

proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VI - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

#### **ARTICLE VII - FLORIDA CONTROL-SHARE ACQUISITION**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (Sections 607.0901 through 607.0903, Fla.Stat.) shall not be applicable to this Corporation.

#### **ARTICLE VIII - ADDRESS OF PRINCIPAL OFFICE(S)**

The principal office of this Corporation shall be 1519 Thrid Street, S.E., Winter Haven, Florida, 33880, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

**ARTICLE IX - DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

**ARTICLE X - ORIGINAL DIRECTORS**

The names and addresses of the members of the first Board of Directors, are:

CHRISTIAN RAFOOL: 1519 Third Street, S.E.  
Winter Haven, FL 33880

RAYMOND J. RAFOOL, II: 1519 Third Street, S.E.  
Winter Haven, FL 33880

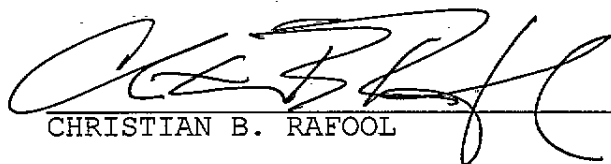
**ARTICLE XI - SUBSCRIBERS**

The name and address of the Subscribers to the Certificate of Incorporation of this Corporation, is:

CHRISTIAN RAFOOL: 1519 Third Street, S.E.  
Winter Haven, FL 33880

RAYMOND J. RAFOOL, II: 1519 Third Street, S.E.  
Winter Haven, FL 33880

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 31st day of August, 1999.

  
CHRISTIAN B. RAFOOL

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME personally appeared CHRISTIAN B. RAFOOL, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced

\_\_\_\_\_, as identification and who did (did not) take an oath, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 31<sup>st</sup> day of August, 1999.



Alicia R. Smith  
Notary Public  
My Commission Expires: \_\_\_\_\_

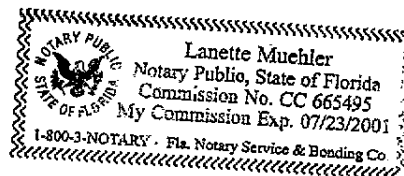
RAYMOND J. RAFOOL, II

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME personally appeared RAYMOND J. RAFOOL, II, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced \_\_\_\_\_, as identification and who did (did not) take an oath, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 31<sup>st</sup> day of August, 1999.

Lanette Muehler  
Notary Public  
My Commission Expires: \_\_\_\_\_



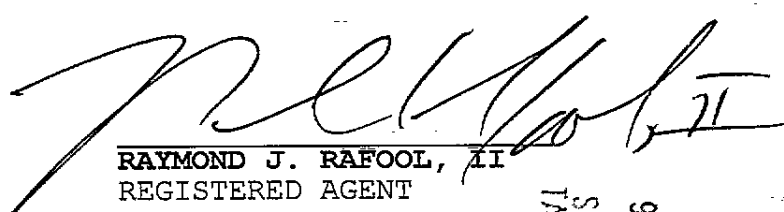
**CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE  
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant of Section 48.091, Fla.Stat., the following is submitted, in compliance with said Section:

**JuiceAuctions.Com, Inc.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of **WINTER HAVEN**, State of **FLORIDA**, has named, **RAYMOND J. RAFOOL, II**, located **1519 Third Street, S.E., Winter Haven, Florida 33880** as its Agent to accept Service of Process within this State.

**ACKNOWLEDGEMENT**

Having been named as registered agent and to accept service of process for the above stated 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 all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.  
Dated this August 31, 1999.

  
**RAYMOND J. RAFOOL, II**  
REGISTERED AGENT

**FILED**  
99 SEP -2 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA