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Account Number : 076077000355  
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FLORIDA PROFIT CORPORATION OR P.A.

BUYERMART.COM, INC.

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**ARTICLES OF INCORPORATION  
OF  
BUYERMART.COM, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is BuyerMart.com, Inc.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 6 Woodbank Terrace, Halifax, Nova Scotia B3M 3K4.

**ARTICLE III**

**Shares**

The total number of shares that the Corporation shall have authority to issue is Eleven Million (11,000,000), consisting of Ten Million (10,000,000) common shares, having a par value of one cent (\$.01) per share (the "Common Shares"), and One Million (1,000,000) preferred shares having a par value of one cent (\$.01) per share (the "Preferred Shares").

The Board of Directors of the Corporation (the "Board of Directors") is authorized, subject to the limitations prescribed by law and this Article III, to provide for the issuance of shares of Preferred Shares in series, and by filing an Amendment to these Amended and Restated Articles of Incorporation pursuant to applicable law of the State of Florida, to establish from time to time the number of shares to be included in such series, and to fix the designations, powers, preferences and rights of the shares of each such series and any qualifications, limitations, or restrictions thereof, all as shall hereinafter be stated and expressed in the Amendment or Amendments to the Amended and Restated Articles of Incorporation adopted by the Board of Directors providing for the issuance of Preferred Shares from time to time.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of its initial registered office is One Harbour Place, Suite 500, Tampa, Florida 33602, and the name of its initial registered agent at that address is David P. Burke.

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David P. Burke, Esq.

Carlton Fields, P.O. Box 3239, Tampa, FL 33601

Ph: 813-223-7000; Fax: 813-229-4133

Fla. Bar No.: 350011

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**ARTICLE V**  
**Incorporator**

The name and address of the incorporator are:

**Name****Address**

David P. Burke

One Harbour Place, Suite 500  
Tampa, Florida 33602**ARTICLE VI**  
**Initial Directors**

The corporation initially shall have three (3) directors, whose names and addresses are:

**Name****Address**

Barrie W. Romkey

6 Woodbank Terrace  
Halifax, Nova Scotia B3M 3K4

Rami A.R. Hamodah

8 Saraguay Place  
Halifax, Nova Scotia B3K 2N9

John A. Manning

35 Beckfoot Drive  
Dartmouth, Nova Scotia B2Y 4H9**ARTICLE VII**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.


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Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

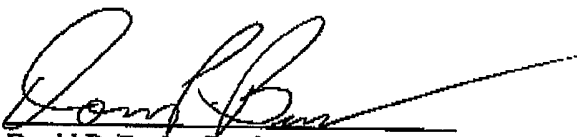
Dated this 22 day of November 1999.

  
David P. Burke, Incorporator

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 22 day of November 1999.

  
David P. Burke, Registered Agent

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