

LAW OFFICE OF
J. D. SKIP BARDFELD, P.A.

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14200 N.W. 4TH STREET
SUNRISE, FLORIDA 33325

P99000100155

November 10, 1999

VIA FEDERAL EXPRESS

Secretary of State
Fictitious Name Registration
Post Office Box 1300
Tallahassee, Florida 32302-1300

Re: The Mall.com, Inc.

900003043369--3
-11/12/99-01115--009
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed herewith Articles of Incorporation of the above-referenced entity. Upon filing of the enclosed, please forward to this office stamped copy, along with your confirmation of the filing

Thank you for your assistance with this matter.

Very truly yours,

J.D. SKIP BARDFELD

J.D. SKIP BARDFELD, ESQUIRE

JDB/mvp
Enc.
111099

FILED
99 NOV 12 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-16-99

ARTICLES OF INCORPORATION
OF
THE MALL.COM, INC.
A Florida Corporation

(Pursuant to Chapter 607 and 621, Florida Statutes)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Florida and adopt the following Articles of Incorporation.

1. Name. The name of this corporation is THE MALL.COM, INC. The period of duration shall be perpetual.

2. Purpose and Powers. This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes.

3. Initial Business. The general nature of the business proposed to be transacted initially by the corporation, at any place within the United States, is internet sales and generally to do all acts reasonable and necessary for the furtherance of such business.

4. Authorized Capital. The Corporation Shall have the authority to issue 1000 shares of common stock. The par value of the stock is \$1.00.

5. Known Place of Business. The known place of business of the corporation shall be 3320 North Federal Highway, Boca Raton, Florida 33431.

6. Board of Directors. The number of directors of the corporation shall

be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than three members. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of six (6) persons, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

MARK BRENNER - 3320 North Federal Highway, Boca Raton, Florida 33431

JOHN ADAMS - 3320 North Federal Highway, Boca Raton, Florida 33431

J.D. SKIP BARDFELD - 3320 North Federal Highway, Boca Raton, Florida 33431

ED BROOKS - 3320 North Federal Highway, Boca Raton, Florida 33431

BERNARD MILLER - 3320 North Federal Highway, Boca Raton, Florida 33431

JEREMY STEIN - 3320 North Federal Highway, Boca Raton, Florida 33431

7. Limitation of Director's Liability. No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida law (Director Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

8. Indemnification of Directors, Officers, Employees, Agents. Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and

former directors, officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

9. Registered Agent. The name and Registered address of the Registered agent of the Corporation is:

J.D. SKIP BARDFELD
14200 Northwest 4th Street
Sunrise, Florida 33325

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation, intending that they be effective as of .

Executed this 9 day of Nov., 1999 by all incorporators.



J.D. SKIP BARDFELD

ACCEPTANCE BY REGISTERED AGENT

J.D. SKIP BARDFELD, who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of THE MALL.COM, INC., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that his office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.

DATE: 11/9/99


J.D. SKIP BARDFELD

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99 NOV 12 AM 10:17
STATE OF FLORIDA
TALLAHASSEE, FLORIDA