

P99000107448

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 487-6052

EFFECTIVE DATE
12-15-99

Subject: ONLYFROM.COM CORPORATION

800003066798--6
-12/10/99--01062--002
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certified Copy

From: William McBirnie (incorporator)
10114 Winsford Oak Blvd. #523
Tampa, FL 33624
813-962-2981

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. CHAMBERLAIN DEC 1 3 1999

ARTICLES OF INCORPORATION

OF

ONLYFROM.COM CORPORATION

The undersigned, acting as Incorporator of ONLYFROM.COM CORPORATION, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

EFFECTIVE DATE
12-15-99

ARTICLE I. NAME:

The name of the Corporation is:

ONLYFROM.COM CORPORATION

ARTICLE II. COMMENCEMENT OF EXISTENCE:

This Corporation shall have perpetual existence, commencing on December 15, 1999.

ARTICLE III. PURPOSE:

The general purpose or purposes for which the Corporation is organized are as follows:

(a) to lease, own or manage real property, and all related businesses; and

(b) to transact any and all other lawful business for which a business may be incorporated under the Florida General Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 30,000,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in

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whole or in part in cash or other property, tangible or intangible, or in labor or service actually performed for the Corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office and the principal office of the Corporation is 10114 Winsford Oak Blvd. No. 523, Tampa, Florida 33624, and the name of the Corporation's initial registered agent at that address is WILLIAM MCBIRNIE.

ARTICLE VI. INITIAL BOARD OF DIRECTORS:

The Corporation shall have one initial director. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one. The name and address of the initial director is:

WILLIAM MCBIRNIE	10114 Winsford Oak Blvd. No. 523
	Tampa, FL 33624

ARTICLE VII. INCORPORATOR:

The name and address of the incorporator is:

WILLIAM MCBIRNIE
10114 Winsford Oak Blvd. No. 523
Tampa, FL 33624

ARTICLE VIII. PREEMPTIVE RIGHTS:

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or

subscribe for, at the par value thereof, a pro rate portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed by or any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or lease thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE IX. BYLAWS:

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by Shareholders if the Shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X. AMENDMENTS:

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on

Shareholders herein are granted subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of December, 1999.

W. Burt McBirn
WILLIAM MCBIRNIE

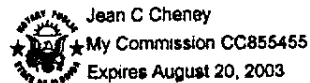
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of December, 1999, by WILLIAM MCBIRNIE, who is personally known to me ~~or who has produced~~ _____ as identification and who [did] [did not] take an oath.

Jean C Cheney
Signature of Notary Public

JEAN C CHENEY
Notary Public's Name Printed
State of Florida at Large
My Commission Expires:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for ONLYFROM.COM CORPORATION, as stated in these Articles of Incorporation.

W. Bruce M. Yarn 12/3/99
WILLIAM MCBIRNIE (SEAL)

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TALLAHASSEE, FLORIDA