

PO0000045763

Dani Itzhak
20801 Biscayne Blvd, # 400
Miami, Florida 33180

May 2, 2000

Division of Corporations
Dept. Of State, Florida
PO Box 6327
Tallahassee, FL 32314

600003239836--8
-05/04/00--01082--016
*****78.75 *****78.75

Attn: New Filings

Re: PNonline.com, Inc.

Dear Sir/Madam:

Enclosed please the executed articles of incorporation for the above referenced organization and our check in the sum of \$78.75 made payable to your order. Please register the corporation, have a corporate document assigned and return the certificate with articles to this office.


If you have any questions, please call anytime.

Respectfully,

TEMPLER & HIRSCH

EFFECTIVE DATE
5-1-00

FILED
00 MAY -4 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY: 
Mark Hirsch, Esq. for PNONLINE.COM, INC.

Encls.

† BROWN MAY - 8 2000

EFFECTIVE DATE

5-1-00

ARTICLES OF INCORPORATION

OF

PNonline.com, Inc.

FILED
00 MAY -4 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, F.S. Chap. 607, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the incorporation shall be: PNonline.com, Inc.

The principal place of business of this corporation shall be:

20801 Biscayne Blvd, Suite 400
Miami, FL 33180

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITOL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is:

2,000,000 SHARES AT \$.01 PAR VALUE PER SHARE

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually from May 1, 2000

ARTICLE V: OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):


DANI ITZHAKI
3600 Mystic Pointe Drive, #705
Miami, FL 33169

ARTICLE VI: NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to this document is:

Dani Itzhaki
3600 Mystic Pointe Drive, #705
Miami, FL 33169

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of May, 2000.



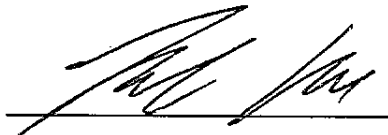
Dani Itzhaki

SIGNATURE ACKNOWLEDGEMENT

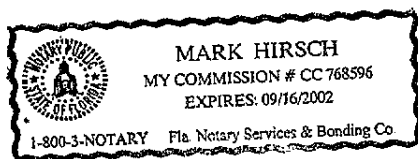
STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn before me this 3 day of May, 2000, by Dani Itzhaki, who is personally known to me/has identification, as incorporator for PNonline.com, Inc.

NOTARY PUBLIC
State of Florida



My commission expires:




**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
00 MAY -4 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Florida Statute § 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: PNonline.com, Inc.


2. The name and address of the registered agent and office is (P.O. Box is not acceptable):
Dani Itzhaki, 3600 Mystic Pointe Drive, #705, Miami, FL 33180

Signature: 
Corporate officer

Title: President

Date: May 2, 2000

Having been named as Registered Agent and to accept service of process for the above-named 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 of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature: 

Date: May 2, 2000