

PO0000079791

MOSCOWITZ
STARKMAN &
MAGOLNICK

NationsBankTower
100 Southeast 2nd Street
37th Floor
Miami, Florida 33131

Telephone (305) 379-8300
Facsimile (305) 379-4404

August 14, 2000

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

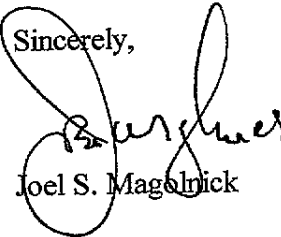
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\$122.50 *\$78.75

Re: URLClicks.com, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for URLClicks.com, Inc. for filing. I have also enclosed a check in the amount of \$122.50 for the cost of filing and a certified copy of the Articles.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Joel S. Magolnick

JSM/sg
Enclosure

FILED
00 AUG 17 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb 01/23

Douglas Walters
20 S.W. 27th Avenue
2nd Floor
Pompano Beach, FL 33069

Vice President/Director

Joel S. Magolnick
100 S.E. 2nd Street
37th Floor
Miami, FL 33131

Vice President/Secretary/Director

8. The name and address of the incorporator is Joel S. Magolnick, 100 Southeast Second Street, 37th Floor, Miami, Florida 33131.
9. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than eighty percent (80%) of all of the issued and outstanding shares.
10. The business and affairs of the Corporation shall be managed by the Board of Directors. Any action of the Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of the stockholders holding eighty percent (80%) of the stock of the Corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless determined by the Board of Directors at or before the time of issuance thereof.


Dated this 4th day of August 2000.


Joel S. Magolnick

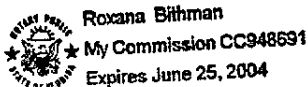
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Joel S. Magolnick, who is personally known to me, and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge that he made and subscribed same for the uses and purposes therein mentioned and set forth.


Notary Public, State of Florida

My commission expires:



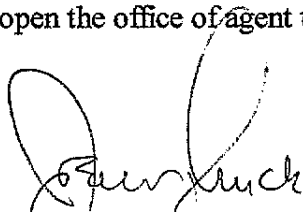
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

First--that **URLClicks.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 Pompano Beach, State of Florida, has named Joel S. Magolnick, Esq., 100 Southeast Second Street, 37th Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open the office of agent to accept service of process within this state.



Joel S. Magolnick

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TALLAHASSEE, FLORIDA