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PREMIER FILING
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 068638 85036A

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 70.00

ORDER DATE : August 28, 1996

ORDER TIME : 1:36 PM

ORDER NO. : 068638

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CUSTOMER NO: 85036A

CUSTOMER: Norma McGrath, Legal Assistant
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: INTERACTIVE RETAIL
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
INCORPORATIONS
96 AUG 29 AM 9:35

RECEIVED
DIVISION OF CORPORATIONS
96 AUG 28 PM 7:09
8/29/96

EFFECTIVE DATE

8/27/96

ARTICLES OF INCORPORATION
OF
INTERACTIVE RETAIL MANAGEMENT, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 AUG 28 AM 9:55

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is INTERACTIVE RETAIL MANAGEMENT, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

103 FIRST STREET EAST, UNIT 201, TIERRA VERDE, FLORIDA
33715.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: RICHARD S. GRANGER

Address: 103 FIRST STREET EAST, UNIT 201, TIERRA
VERDE, FLORIDA 33715

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: RICHARD S. GRANGER

Address: 103 FIRST STREET EAST, UNIT 201, TIERRA
VERDE, FLORIDA 33715.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of

\$0.001 par value common stock.

FILED
STATE
CORPORATIONS

96 AUG 20 AM 9:36

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

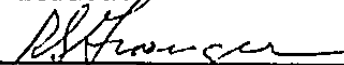
The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE VIII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective August 27, 1996.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 27th day of August, 1996, for the purpose of organizing this Corporation under the laws of the State of Florida.



RICHARD S. GRANGER

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.
Date: August 27, 1996.



RICHARD S. GRANGER