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LAW OFFICES
OF
MICHAEL I. FINESILVER
ATTORNEY AT LAW

MICHAEL I. FINESILVER
MEMBER OF FLORIDA BAR, ADMITTED
TO U.S. DISTRICT COURT, SOUTHERN
DISTRICT OF FLORIDA

OF COUNSEL
DAVID DERMER
MEMBER OF FLORIDA AND
WASHINGTON, D.C. BARS

SUITE 372
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

SUITE 200
805 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE: (305) 872-7000
FAX: (305) 832-8082

October 4, 1996

Ms. Doris McDuffie
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001971711
-10/11/96--01052--014
****122.50 ****122.50

Dear Ms. McDuffie:

Enclosed you will find the original (and one copy) Articles of Incorporation of SOUTH BEACH WEB, INC. Additionally, I have enclosed a check for \$122.50 to cover the filing fees.

A self-addressed stamped envelope has been provided for the return of my certified copy. If there are any errors or questions, please phone or write.

Thank you for your attention to this matter.

Very truly yours,



Michael I. Finesilver

MIF/g1

Enclosures

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FILED
96 OCT -7 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-9-96
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ARTICLES OF INCORPORATION
OF
SOUTH BEACH WEB, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be South Beach Web, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 5055 Collins Avenue, Suite 12-A, Miami Beach, Florida 33140.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 420 Lincoln Road, Suite 372, Miami Beach, Florida 33139 and the initial registered agent is Michael I. Finesilver, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided in the By-Laws. The name and address of the initial director and principal office of this Corporation is:

Jaime A. Cardona
5055 Collins Avenue
Suite 12-A
Miami Beach, Florida 33140

ARTICLE VIII

INCORPORATORS

The name and address of the people signing these Articles of Incorporation is:

Jaime A. Cardona
5055 Collins Avenue
Suite 12-A
Miami Beach, Florida 33140

ARTICLE IX

EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one of more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

ARTICLE X

INDEMNIFICATION

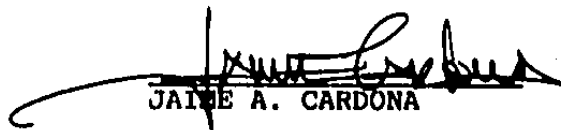
The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 4 day of October, 1996.


JAIME A. CARDONA

STATE OF Fla) I hereby certify that on this day,
COUNTY OF Dade) before me, an officer duly authorized
to administer oaths and take
acknowledgments, personally appeared

Jaime A. Cardona
known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person : personally known to me and that an oath (was) (was not) taken.

Notary Rubber Stamp Seal



MICHAEL I. FINESILVER
My Commission 00843886
Expires Jan. 07, 2000

Witness my hand and official seal in the County and State last aforesaid this 4 day of October, A.D. 1996.


Notary Signature

Michael I. Finesilver
Printed Notary Signature

DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That SOUTH BEACH WEB, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at City of Miami Beach, State of Florida, has named
Michael I. Finesilver, Esq., located at 420 Lincoln Road, Suite
372, City of Miami Beach, State of Florida as its agent to accept
Service of Process within Florida.

SIGNATURE: 

TITLE: President.

DATE: Oct. 4 1996

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 I further state that I am
familiar with the obligations of this position and agree to comply
with the provisions of all statutes relative to the proper
performance of my duties.

SIGNATURE: 

DATE: Oct. 4, 1996

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96 OCT - 7 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA