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TRANSMITTAL LETTER

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/04/99--01036--016
*****78.75 *****78.75

SUBJECT: serve-em.com, inc.
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check

for: Filing Fee & Certified Copy

FROM: Stephen L. Cook
(Name)

10800 North Military Trail, Suite 213
(Address)

Palm Beach Gardens, FL 33410
(City, State & Zip)

561-622-2946
(Daytime Telephone number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT -4 AM 10:00

FILED

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FILED

1999 OCT -4 AM 10: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
serve-em.com, inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be serve-em.com, inc..

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 10800 North Military Trail, Suite 213 Palm Beach Gardens, Florida 33410.

ARTICLE III
AUTHORIZED CAPITAL STOCK

The number of common shares which the corporation shall have authority to have outstanding at any one time are TEN MILLION (10,000,000), and carry no par value.

ARTICLE IV
INITIAL REGISTERED AGENT/OFFICE

The name of the corporation's initial registered agent is Stephen L. Cook and the mailing address of it's initial agent is 10800 North Military Trail, Suite 213, Palm Beach Gardens, Florida 33410.

ARTICLE V
INCORPORATORS

The name and street address of each incorporator to these Articles of Incorporation is:

Stephen L. Cook
10800 North Military Trail, Suite 213, Palm Beach Gardens, Florida 33410

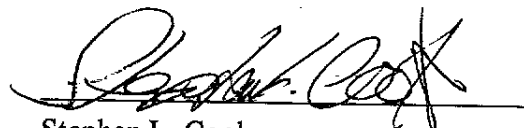
ARTICLE VI
PROVISIONS

The provisions for the regulations of the internal affairs of the corporation shall be as set forth in the bylaws.

ARTICLE VII
DURATION

The duration of the corporation shall be perpetual.

The undersigned incorporator(s) have executed these Articles of Incorporation this September 30, 1999 day of September, 1999.


Stephen L. Cook

FILED

1999 OCT -4 AM 10: 00

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES. 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 serve-em.com, inc.
2. The name of the corporation's initial registered agent is Stephen L. Cook and the mailing address of it's initial agent is 10800 North Military Trail, Suite 213, Palm Beach Gardens, Florida 33410.

Having been named as registered agent and to accept service of process for the above stated 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 of Registered Agent

SEP 30 1999

Date