

P 99 000 103 803

LAW OFFICES OF
TEW & NOWAK

MIAMI CENTER, SUITE 340
201 S. BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

JEFFREY TEW
DENNIS NOWAK
KAREN LEVINE

MIAMI (305) 577-3900
FACSIMILE (305) 577-9911
TOLL FREE 1-800-577-3900

99 NOV 24 AM 7:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 22, 1999

Secretary of State of Florida
Corporations
P O Box 6327
Tallahassee, Florida 32314

000003054310--2
-11/24/99--01068--013
*****78.75 *****78.75

RE: NetAvenues.com Corporation

Gentlemen:


Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared to effect the incorporation of NetAvenues.com Corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$	35.00
Certified Copy		8.75
Registered Agent Fee		<u>35.00</u>
Total	\$	78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation with this matter.

Very truly yours,


Jeffrey Tew

/ang
Enclosure

DEC 1 1999
DEC 1 1999

ARTICLES OF INCORPORATION

OF

NetAvenues.com Corporation

FILED
99 NOV 24 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I _____

NAME _____

The name of the corporation (the "Corporation") is NetAvenues.com Corporation.

ARTICLE II _____

ADDRESS _____

The principal place of business and the mailing address of this Corporation shall be: 4106 Sabal Ridge Circle, Weston, Florida 33331

ARTICLE III _____

SHARES _____

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and Florida street address of the initial registered agent are: 201 S. Biscayne Blvd., Suite 340, Miami, Florida 33131, and the registered agent for the corporation at that address shall be Jeffrey Tew.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey Tew	201 S. Biscayne Blvd., Suite 340 Miami, FL 33131

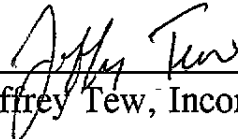
ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided by the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Jeffrey Tew	201 S. Biscayne Blvd., Suite 340 Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of November, 1999.


Jeffrey Tew, Incorporator

CERTIFICATE OF REGISTERED AGENT

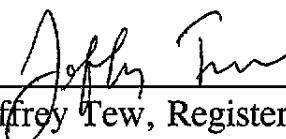
OF

NetAvenues.com Corporation

99 NOV 24 AM 7:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

DATE: November 22, 1999.


Jeffrey Tew, Registered Agent