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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 530946 4303929

AUTHORIZATION : Patricia Piquet

COST LIMIT : \$ 78.75

ORDER DATE : December 28, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 530946-005

600003081696--5

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAURIG, P.A.
GREENBERG TRAURIG, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 28 PM 1:21

DOMESTIC FILING

NAME: INVESTORSSTREETINC.COM

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

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XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

W99-294815100

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Audrea GAVE

AUTHORIZATION BY PHONE TO

CORRECT Corp. Name to Show lowercase letters

DATE 1/5/00

DOC. EXAM [signature]



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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 1999

CSC NETWORKS

SUBJECT: INVESTORSSTREETINC.COM
Ref. Number: W99000029482

RESUBMIT

Please give original
to the filer

We have received your document for INVESTORSSTREETINC.COM and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Pamela Hall
Document Specialist

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ARTICLES OF INCORPORATION

OF

investors-street inc.

ARTICLE I
NAME

The name of the corporation is investors-street inc. (hereinafter called the "Corporation").

ARTICLE II
PURPOSE

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III
CAPITALIZATION

A. Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 25,000,000 (Twenty-Five Million) shares, consisting of:

(i) 24,000,000 (Five Million) shares of common stock, par value \$0.01 per share (the "Common Stock"), and

(ii) 1,000,000 (One Million) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

B. Provisions relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. Preferences. Authority hereby is expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a class or series shall or shall not be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE IV PRINCIPAL OFFICE, REGISTERED AGENT

The Corporation's mailing address and the address of the Corporation's principal office is 1100 Brickell Avenue, Suite 600, Miami, Florida 33131. The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE V DIRECTORS

A. Number and Term of Directors. The Corporation's Board shall consist of not less than one (1) member, with the exact number to be fixed from time to time by resolution of the Board. The number of directors constituting the initial Board is five (5). The names of the

members of the initial Board who will serve as the Corporation's directors until successors are duly elected and qualified are as follows and each of their addresses shall be in care of the Corporation at 1110 Brickell Avenue, Suite 600, Miami, Florida 33131:

Initial Board of Directors

Emilio Sardi
Ronald Schapss
Roman Fisher
Kenneth Zeitlin
Isaac Yanovich

B. **Director Vacancies; Removal.** Whenever any vacancy on the Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors or otherwise, a majority of directors in office, although less than a quorum of the entire Board or a sole remaining director, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders and qualified. Notwithstanding the provisions of any other Article herein, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated above, to fill any vacancy that exists on the Board for the balance of the unexpired term or terms. The Company's shareholders shall not, and shall have no power to, fill any vacancy on the Board. Shareholders may remove a director from office prior to the expiration of his or her term, with or without "cause," by an affirmative vote of two-thirds of all votes entitled to be cast for the election of directors.

C. **Amendments.** Notwithstanding anything contained in these Articles of Incorporation to the contrary, Paragraphs A and B of this Article V shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of all votes entitled to be cast for the election of directors.

ARTICLE VI
NOTICE REQUIREMENTS FOR DIRECTOR NOMINATIONS
AND SHAREHOLDER PROPOSALS

A. Only persons who are nominated in accordance with the following procedures shall be eligible to serve as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of shareholders (i) by or at the direction of the Board of Directors or (ii) by any shareholder of the Corporation who is a shareholder of record at the time of giving of notice provided for in this Article V, who shall be entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this Article V.

B. Nominations by shareholders shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation (a) in the case of an annual meeting, not less than 90 days nor more than 120 days prior to the first anniversary of the

date of the notice of preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is changed by more than 30 days from such anniversary date, notice by the shareholder to be timely must be so received not later than the close of business on the 10th day following the earlier of the day on which notice of the date of the meeting was mailed or public disclosure was made, and (b) in the case of a special meeting at which directors are to be elected, not later than the close of business on the 10th day following the earlier of the day on which notice of the date of the meeting was mailed or public disclosure was made. Such shareholder's notice shall set forth (i) as to each person whom the shareholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for elections of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (ii) as to the shareholder giving the notice (A) the name and address, as they appear on the Corporation's books, of such shareholder and (B) the class and number of shares of the Corporation which are beneficially owned by such shareholder and also which are owned by such shareholder and also which are owned of record by such shareholder; and (iii) as to the beneficial owner, if any, on whose behalf the nomination is made, (A) the name and address of such person and (B) the class and number of shares of the Corporation which are beneficially owned by such person. At the request of the Board of Directors, any person nominated by the Board of Directors for election as a director shall furnish to the Secretary of the Corporation that information required to be set forth in a shareholder's notice of nomination which pertains to the nominee.

C. No person shall be eligible to serve as a director of the Corporation unless nominated in accordance with the procedures set forth in this Article V. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by this Article V, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Article V, a shareholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the matters set forth in this Article V.

D. At an annual meeting of the shareholders, only such business shall be conducted as shall have been brought before the meeting (i) pursuant to the Corporation's notice of meeting, (ii) by or at the direction of the Board of Directors or (iii) by any shareholder of the Corporation who is a shareholder of record at the time of giving of the notice provided for in this Article V, who shall be entitled to vote at such meeting and who complies with the notice procedures set forth in this Article V.

E. For business to be properly brought before an annual meeting by a shareholder pursuant to clause (iii) of paragraph (d) of this Article V, the shareholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 90 days nor more than 120 days prior to the first anniversary of the date of the notice of the preceding year's annual meeting; provided, however, that in the event that the date of the meeting is changed by more than 30 days from such anniversary date, to be timely, notice

by the shareholder must be received no later than the close of business on the 10th day following the earlier of the day on which notice of the date of the meeting was mailed or public disclosure was made. A shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the meeting (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and address, as they appear on the Corporation's books, of the shareholder proposing such business, and the name and address of the beneficial owner, if any, on whose behalf the proposal is made, (iii) the class and number of shares of the Corporation which are owned beneficially and of record by such shareholder of record and by the beneficial owner, if any, on whose behalf the proposal is made and (iv) any material interest of such shareholder of record and the beneficial owner, if any, on whose behalf the proposal is made in such business.

F. Notwithstanding anything in this Article to the contrary, no business shall be conducted at an annual meeting except in accordance with the procedures set forth in this Article. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the procedures prescribed by this Article, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing provisions of this Article, a shareholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the matters set forth in this Article.

ARTICLE VII

CALL OF SPECIAL SHAREHOLDERS MEETING

Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law) (i) the meeting is called by the Board pursuant to a resolution approved by a majority of the entire Board; (ii) the meeting is called by the Corporation's Chief Executive Officer or (iii) the meeting is called by the holders of not less than 50% of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting by a writing signed, dated and delivered to the Corporation's Secretary containing one or more demands for the meeting and particularly describing the purpose or purposes for which it is to be held. The Board may delay calling a shareholder-initiated special meeting of shareholders to elect directors or to vote upon a pending merger proposal for up to 25 days (or such other reasonable period of time). Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act may be conducted at a special shareholders' meeting.

ARTICLE VIII

REDEMPTION OF CONTROL SHARES

Section 607.0902 of the Florida Business Corporation Act shall apply to control share acquisitions (as that term is defined in such section) of shares of the Corporation. As provided by the Florida Business Corporation Act, if a person acquiring control shares of the Corporation does not file an acquiring person statement with the Corporation, the Corporation may redeem

the control shares at fair market value at any time during the 60-day period after the last acquisition of such control shares. If a person acquiring control shares of the Corporation files an acquiring person statement with the Corporation, the control shares may be redeemed by the Corporation only if such shares are not accorded full voting rights by the shareholders as provided by law.

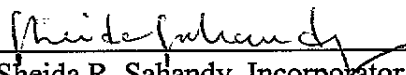
ARTICLE IX **INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE X **INCORPORATOR**

The name of the Incorporator is Sheida R. Sahandy and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has executed these Articles of Incorporation as of December 27, 1999.

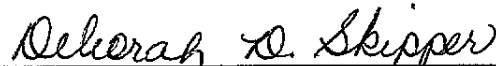


Sheida R. Sahandy, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of investors-street inc. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 607.0505 of the Florida Statutes.

CORPORATION SERVICE COMPANY



Agent for Registered Agent

Agent for Registered Agent

Dated: December 28, 1999

Deborah D. Skipper
as its agent

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