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DAVID M. GLASSBERG
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P00000015635

February 8, 2000

Doris Brown
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/27/00--01095--016
*****78.75 *****78.75

Re: INTERNETCHIC MARKETING, INC. - Ref. No. W00000002895

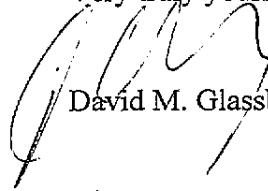
Dear Ms. Brown:

I enclose a copy of your letter of February 2, 2000 and the revised Articles of Incorporation for INTERNETCHIC MARKETING, INC.

Thank you in advance for your cooperation in this matter.

Very truly yours,

David M. Glassberg



FILED
00 FEB 14 PM 6:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,205,2550
w/00-2895



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2000

DAVID M. GLASSBERG, ESQ.
1570 MADRUGA AVENUE
SUITE 211
CORAL GABLES, FL 33146

SUBJECT: INTERNETCHIC MARKETING, INC.
Ref. Number: W00000002895

We have received your document for INTERNETCHIC MARKETING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 700A00004891

ARTICLES OF INCORPORATION
FOR
INTERNETCHIC MARKETING, INC.

FILED
00 FEB 14 PM 6:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is: INTERNETCHIC MARKETING, INC.
The mailing address of the corporation is: 3435 Galt Ocean Drive,
Ft. Lauderdale, Florida 33308.

ARTICLE II

The duration of the corporation shall be perpetual. The date
and time of the commencement of the corporate existence of the
corporation shall be upon filing these Articles of Incorporation
with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be
transacted, promoted or carried on by the corporation are to engage
in any lawful act, activity or business for which corporations may
be organized under the laws of the United States of America and of
the State of Florida. Additionally, this corporation shall have
all of the powers vested in a corporation organized under and
existing by virtue of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue two classes of capital
stock designated "Common Stock" and "Preferred Stock",
respectively. The number of shares of Common Stock authorized to
be issued is fifty million (50,000,000) and shall have a par value

of \$.01 per share. The number of shares of Preferred Stock authorized to be issued is twenty million (20,000,000) and shall have a par value of \$.01 per share.

1. Liquidation and Dividend Rights.

1.1 Liquidation Rights. In the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, (1) the holders of the Common Stock shall be entitled to ninety nine (99%) percent of the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Common Stock according to the number of shares of Common Stock held by each such holder; and (ii) the holders of the Preferred Stock shall be entitled to one (1%) percent of the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Preferred Stock according to the number of shares of Preferred Stock held by each such holder. The holders of Preferred Stock shall not receive a preference of liquidation.

1.2 Reorganization. A reorganization, consolidation or merger of this corporation with or into any other corporation or corporations or other entity or entities, or a sale, conveyance, lease, transfer or other disposition of all or substantially all the properties and assets of this corporation, or a sale or other transfer, in a single transaction or in a series of related

transactions, of 50% or more of the outstanding capital stock of this corporation, shall not be deemed a liquidation, dissolution or winding up of this corporation for the purpose of this Article.

1.3 Valuation. Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of this corporation.

1.4 Dividend Rights. The holders of the then outstanding Common Stock shall be entitled to receive ninety nine (99%) percent of any dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefore, such percentage to be divided pro rata among each of the holders of the Common Stock according to the number of shares of Common Stock held by each such holder. The holders of the then outstanding Preferred Stock shall be entitled to receive one (1%) percent of any dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefor, such percentage to be divided pro rata among each of the holders of the Preferred Stock according to the number of shares of Preferred Stock held by each such holder. Such dividends may be payable quarterly or otherwise as the Board of Directors of this corporation may from time to time determine. The holders of Preferred Stock shall not receive a preference in the event a dividend is declared.

2. Voting Rights. Except as otherwise required by law, the rights of the holders of Common Stock and Preferred Stock to vote on any matters submitted to shareholders of this corporation shall be as follows:

2.1 Common Stock. Each holder of shares of Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one (1) vote for each share of Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

2.2 Preferred Stock. Each holder of shares of Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one (1) vote for each share of Preferred Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

2.3 Class Voting. The holders of the Common Stock and the holders of the Preferred Stock shall vote together as a single class.

3. Redemption of Preferred Stock. At the option of the Corporation, the Corporation may redeem all of the Preferred Stock. In the event of said Redemption, each share of Preferred Stock shall be exchanged for one (1) share of the Corporation's Common

Stock.

4. Preemptive Rights. The holders of the Common Stock and the holders of the Preferred Stock shall each have Preemptive Rights pursuant to Florida Law.

5. Other Rights. Except as otherwise provided in this Article, the rights of the holders of the Common Stock and the rights of the holders of the Preferred Stock shall be identical.

ARTICLE V

The street address of the initial registered office of the corporation is 3435 Galt Ocean Drive, Ft. Lauderdale, Florida 33308. The name of the corporation's initial registered agent at said address is DAVID M. GLASSBERG.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

MITCH PETCHENIK
3435 Galt Ocean Drive
Ft. Lauderdale, FL 33308

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

DAVID M. GLASSBERG
1570 Madruga Avenue
Suite 211
Miami, FL 33146

ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or


(c) The contract or transaction is fair and reasonable as

the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

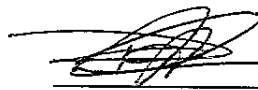
IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Miami, Florida this 8th day of February, 2000.



DAVID M. GLASSBERG, Registered Agent and
Incorporator

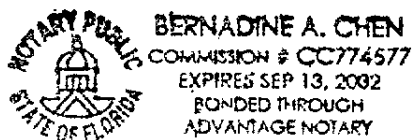
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 8th day of February, 2000, DAVID M. GLASSBERG, Registered Agent and Incorporator, personally known to me.



Notary Public, State of Florida


My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for STARTING POINT.COM, INC, a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 8th day of February, 2000.



DAVID M. GLASSBERG, Registered Agent

FILED
00 FEB 14 PM 6:52
CLERK OF STATE
TALLAHASSEE, FLORIDA