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February 9, 2000

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

700003137857-6
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*****78.75 *****78.75

Re: Your Father.com, Inc.

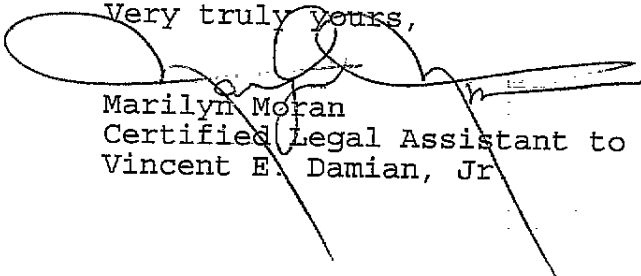
Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Your Father.com, Inc., Florida corporation. We would appreciate your filing these and sending us a certified copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of Seventy-Eight and 75/100 (\$78.75) Dollars to cover to following costs:

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

Thank you for your prompt attention to this matter.

Very truly yours,


Marilyn Moran
Certified Legal Assistant to
Vincent E. Damian, Jr

Enclosures

FILED
00 FEB 16 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN FEB 18 2000

ARTICLES OF INCORPORATION

OF

Your Father.com, Inc.

FILED
00 FEB 16 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Your Father.com, Inc.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be to conduct any business operation legal under the laws of the State of Florida.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation.

The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if these Articles are filed by the Department of State within five (5) days after subscription and execution. If filed after such five (5) days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE V

Corporation's Principal Office

The Corporation's principal office shall be located at 650 West Avenue, South Beach, FL 33139.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130, and the initial registered agent of this corporation at such office shall be Vincent E. Damian, Jr. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) members, such members to hold office until his or her successor has been duly elected and qualifies. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Jerome Feldman	650 West Avenue South Beach, FL 33139
Michael Feldman	650 West Avenue South Beach, FL 33139
Jason Feldman	650 West Avenue South Beach, FL 33139

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jerome Feldman	650 West Avenue South Beach, FL 33139

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the

Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Applicability of Section 607.0901

The provisions of Section 607.0901, Florida Statutes, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed

these Articles for the uses and purposes therein stated.

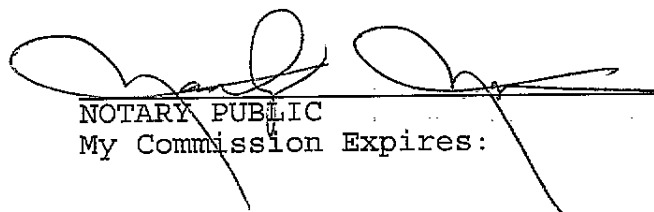

Jerome Feldman

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31st
day of January, 2000, by Jerome Feldman, who is personally known to
me or who produced a Florida Driver's license as identification.

WITNESS my hand and official seal the date hereof.


NOTARY PUBLIC - STATE OF FLORIDA
MARILYN MORAN
COMMISSION # CC714209
EXPIRES 4/16/2002
BONDED THRU ABA 1-888-NOTARY1


NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Vincent E. Damian, Jr., having been named as
registered agent to accept service of process for the above-named
corporation, at the registered office designated in the Articles of
Incorporation, hereby agrees and consents to act in that capacity.
The undersigned is familiar with and accepts the duties and
obligations of Section 607.0505, Florida Statutes.

DATED this 31st day of January, 2000.


Vincent E. Damian, Jr.

FILED
00 FEB 16 PM 5:42
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA