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FILED  
00 FEB 29 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 11, 2000

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

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-01/31/00--01104--020  
\*\*\*\*122.50 \*\*\*\*78.75

SUBJECT: INTERNET MARKETING GROUP OF FLORIDA, INC./INTERNET  
MARKETPLACE, INC.  
Ref. Number W00000003207

ATTN: Doris Brown  
Document Specialist

We are in receipt of your letter number: 000A00005801, dated February 4, 2000. Please accept the enclosed papers, with name change as indicated above.

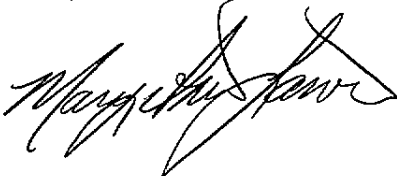
With respect to your request for additional contact information, we submit the following:

|                  |                |       |
|------------------|----------------|-------|
| Mary Ann Sarver  | (954) 439-4717 | home  |
|                  | (954) 427-8222 | work  |
|                  | (888) 975-3286 | pager |
| Ms. Johnna       | (954) 989-3801 | home  |
|                  | (954) 220-9094 | pager |
| Kenneth Grushoff | (954) 484-1950 | work  |

Thank you for your assistance with this matter.

Mary Ann Sarver

MARY ANN SARVER  
3034 ARTHUR STREET  
HOLLYWOOD, FL 33021



189,2544,2551,2550  
W00-3207



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 4, 2000

MARY ANN SARVER  
3034 ARTHUR STREET  
HOLLYWOOD, FL 33021

SUBJECT: INTERNET MARKETING GROUP OF FLORIDA, INC.  
Ref. Number: W00000003207

We have received your document for INTERNET MARKETING GROUP OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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: 000A00005801

**ARTICLES OF INCORPORATION**

OF

**INTERNET MARKETPLACE, INC.**

FILED  
00 FEB 29 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The under signed subscriber(s) to these Articles of Incorporation, natural person (s) competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name and address of the corporation is:

INTERNET MARKETPLACE, INC.  
3034 ARTHUR STREET  
HOLLYWOOD, FL 33021

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue One Thousand shares (1000) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial Registered Agent of this Corporation is:

KENNETH GRUSHOFF  
5450 NORTHWEST 33<sup>RD</sup> AVENUE  
SUITE 111  
FORT LAUDERDALE, FL 33309

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one(1). The names and addresses of the initial director(s) of the corporation are as follows:

MARY ANN SARVER  
P. O. BOX 190358

FORT LAUDERDALE, FL 33319

MS. JOHNNNA

3034 ARTHUR STREET

HOLLYWOOD, FL 33021

## ARTICLE VIII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

MARY ANN SARVER

P.O. BOX 190358

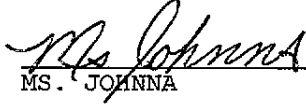
FORT LAUDERDALE, FL 33319

MS. JOHNNNA

3034 ARTHUR STREET

HOLLYWOOD, FL 33021

  
MARY ANN SARVER

  
MS. JOHNNNA

## CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

INTERNET MARKETPLACE, INC.

Pursuant to Florida Statutes section 48.091 and 607.034, the following is submitted: The above corporation, desires to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

5450 Northwest 33<sup>rd</sup> Avenue, Suite 111, Ft. Lauderdale, FL 33309 has named

KENNETH GRUSHOFF located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
\_\_\_\_\_  
KENNETH GRUSHOFF

FILED  
00 FEB 29 AM 11:54  
CLERK OF STATE  
TALLAHASSEE, FLORIDA