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**WALDMAN FELUREN
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ONE FINANCIAL PLAZA • SUITE 1500 • FORT LAUDERDALE, FLORIDA 33394
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February 21, 2000

VIA FEDERAL EXPRESS

Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

200003150242--8
-02/28/00-01149-001
*****70.00 *****70.00

Re: MACCENTER.COM CORPORATION

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the referenced corporation. Also enclosed is a check in the amount of \$70.00 representing the requisite filing fee.

Kindly file the enclosed Articles as soon as possible, returning a copy to the undersigned, bearing the date-stamp of the Department of State. A copy of the Articles is enclosed for your convenience.

If you have any questions, please contact the undersigned.

Very truly yours,



Mark S. Feluren

MSF/rp
Enclosures

FILED
FEB 23 11:05:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/7

ARTICLES OF INCORPORATION

OF

MACCENTER.COM CORPORATION

The undersigned does hereby act as incorporator adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is MACCENTER.COM CORPORATION.

SECOND: The principal office of the Corporation shall be located at 3343 West Commercial Blvd., Suite 103, Fort Lauderdale, FL 33309. The mailing address of the Corporation is 3343 West Commercial Blvd., Suite 103, Fort Lauderdale, FL 33309.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 5,000,000 all of which are of a par value of \$0.001 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the person who is to serve as the sole member of the initial Board of Directors of the Corporation is as follows:

NAME

ADDRESS

Michael J. France

3343 West Commercial Blvd.
Suite 103
Fort Lauderdale, FL 33309

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 3343 West Commercial Blvd., Suite 103, Fort Lauderdale, FL 33309 and the name of the initial registered agent of the Corporation at such address is Michael J. France.

SIXTH: The name and address of the incorporator is:

NAME

ADDRESS

Michael J. France

3343 West Commercial Blvd.
Suite 103
Fort Lauderdale, FL 33309

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TALLAHASSEE, FLORIDA

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been filed by the Department of State.

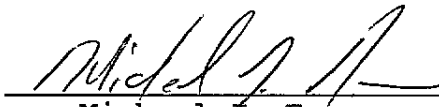
Signed on February 25, 2000



Michael J. France,
Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



Michael J. France

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TALLAHASSEE, FLORIDA