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Of Counsel:

Thomas L. Spall, Esquire
Criminal Law, Family Law

Business, Real Estate,
Personal Injury, and
Construction Litigation

Ph. (561) 630-3110

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February 17, 2000

Via Overnight Mail

Florida Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, Fl 32399

100003169261--8
-03/14/00--01094--006
*****70.00 *****70.00

Re: IMarketMedia.com, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation **to be filed**, together with my client's check in the amount of \$70.00, representing the filing fee. Kindly provide the undersigned with a file-stamped copy of the Articles once they have been filed, along with the Charter page, in the self-addressed, Overnight Mail envelope enclosed for your convenience.

Thank you for your attention to this matter. If you should have any questions or require any additional information, please do not hesitate to contact us.

Very truly yours,



Steven L. Robbins, Esquire,
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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**ARTICLES OF INCORPORATION
OF
IMarketMedia.com, Inc.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **IMarketMedia.com, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue **10,000,000 shares of common capital stock**, with a par value of \$.01 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be **one**. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

- B.
1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
 2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
 3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

MR. ALEX ATHINEOS
11911 U. S. Highway One, Suite 306
North Palm Beach, Florida 33408

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office, and the address of this corporation's initial registered office (and the name of the individual who shall serve as this corporation's initial registered agent at that address), respectively, are:

Corporation's Principal Address:
11911 U. S. Highway One, Suite 306
North Palm Beach, Florida 33408

Registered Agent:
Steven L. Robbins, Esquire
11911 U. S. Highway One, Suite 306
North Palm Beach, Florida 33408

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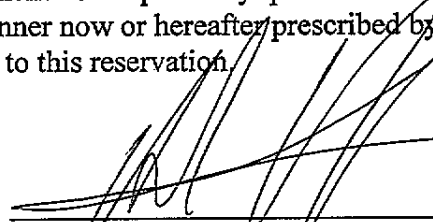
ARTICLE X. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the individual who shall serve as this corporation's incorporator are: MR. ALEX ATHINEOS, 11911 U. S. Highway One, Suite 306, North Palm Beach, Florida 33408.


ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.



Alex Athineos - Incorporator

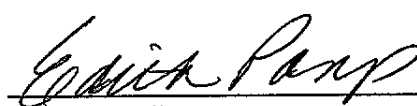
I hereby accept my designation as resident agent and agree to serve as the resident agent of IMarketMedia.com, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.



Steven L. Robbins, Esquire - Registered Agent

State Of FLORIDA
County Of PALM BEACH

On February 22, 2000, Alex Athineos, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation, and who did [] did not [x] take an oath.



Notary Public



(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



Edith Papp
Commission # CC 737192
Expires JUN. 6, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

STEVEN L. ROBBINS, ESQUIRE
11911 U. S. Hwy. One, Ste. 306
North Palm Beach, FL 33408
FL Bar No. 0710288
561-630-3110 / Fax 561-624-7198

State Of FLORIDA
County Of PALM BEACH

On February 22, 2000, Steven L. Robbins, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation, and who did [] did not [] take an oath.

Edith Papp
Notary Public

Edith Papp
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



Edith Papp
Commission # CC 737192
Expires JUN. 6, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

(SEAL)

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