

Parrish, White, Lawhon & Moore, P.A.
ATTORNEYS AT LAW

JON D. PARRISH
JOHN P. WHITE



ANTHONY M. LAWHON
MICHAEL G. MOORE
FLOYD S. YARNELL

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VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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*****78.50 *****78.50

Re: *New Filing: Internet Commerce U.S.A., Inc.*

Dear Sir or Madam:

Attached please find the original and one copy of the following documents with respect to the above-referenced entity:

1. Original and one (1) copy of the Articles of Incorporation and Designation (and Acceptance) of Registered Agent; and
2. Our firm's check in the amount of \$78.50, representing the cost of the filing fee and one (1) certified copy of the Articles.

Please forward any correspondence and/or inquiries to:

Parrish, White, Lawhon & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Ste D.
Naples, Florida 34109

If you have any questions concerning the foregoing, or if you need additional information or documentation, please do not hesitate to contact my office.

Very Truly Yours,

PARRISH, WHITE, LAWHON & MOORE, P.A.


Michael G. Moore

Enclosures as stated
cc: Olivier Arbez

FILED
00 MAR 23 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR 28 2000

ARTICLES OF INCORPORATION
OF
INTERNET COMMERCE U.S.A., INC.

FILED
00 MAR 23 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is **Internet Commerce U.S.A., Inc.**

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and Florida, including but not limited to internet sales of goods and services.

ARTICLE IV

Authorized shares

Number:	The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Class A Common Stock.
Voting Rights:	Each share will entitle the holder to 1 vote per share.
Par Value:	Each share shall have a stated par value of \$0.10.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is: Parrish, White, Lawhon & Moore, P.A., 2171 Pine Ridge Road, Ste. D., Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.

ARTICLE VI

The name and address of the initial Incorporator are:

Michael G. Moore
c/o Parrish, White, Lawhon & Moore, P.A.
2171 Pine Ridge Road, Ste. D.
Naples, Florida 34109

ARTICLE VII

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

ARTICLE VIII

The physical and mailing address of the principal office is:

2130 9th Street North
Naples, Florida 34103

ARTICLE IX

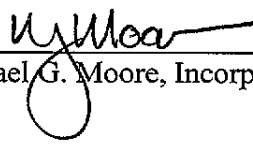
The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE X

The Board of Directors of the Corporation shall consist of one (1) member, or so many as may be specified in the corporate Bylaws. The initial Director shall be:

Olivier Arbez
2130 9th Street North
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 22 day of March, 2000.



Michael G. Moore, Incorporator

CERTIFICATE OF DESIGNATION

FILED
00 MAR 23 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent/Registered Office

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


One: The name of the corporation is **Internet Commerce U.S.A., Inc.**

Physical Address: 2130 9th Street North
Naples, Florida 34103

Two: The name and address of the Registered Agent is:


Michael G. Moore
C/o Parrish, White, Lawhon & Moore, P.A.
2171 Pine Ridge Road, Ste. D
Naples, Florida 34109

Executed this 22 day of March, 2000.



Michael G. Moore, Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Michael G. Moore

3/22/00

Date