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LARRY L. DILLAHUNTY, P.A.

- ATTORNEY AT LAW -

April 6, 2000

248 FIRST AVENUE NORTH
ST. PETERSBURG, FL 33701

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PH: 727.822.1156
FAX: 727.822.1499
e-mail: LarryDLaw@aol.com

Re: Corporate Filing - **RETAILSWAP.COM, INC.**
A Florida Corporation

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-04/07/00--01071--003
*****78.75 *****78.75

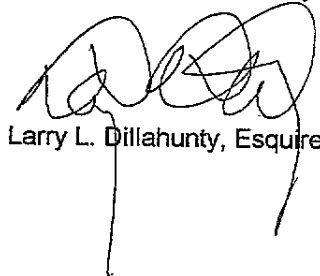
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for **RETAILSWAP.COM, INC.**, a Florida Corporation, together with a check in the amount of \$78.75 payable to the Secretary of State for the filing fee and for a certified copy of the Articles. I would appreciate your filing these papers as soon as possible and returning the certified copy to my office address as shown above at your very earliest convenience. I would also request that you fax to my office at 727/822-1499 a note showing that the Corporation has been filed.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to give me a call.

Sincerely yours,

LARRY L. DILLAHUNTY, P.A.



Larry L. Dillahunty, Esquire

LLD/chd
Enclosure(s)

Sent Via U.P.S. Overnight Delivery

FILED
00 APR -7 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pd 4/13/00 ✓

ARTICLES OF INCORPORATION

OF

RETAILSWAP.COM, INC.

FILED

00 APR -7 AM 10: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is **RETAILSWAP.COM, INC..**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the Corporation is authorized to issue is Seventy Million (70,000,000) shares, divided into two classes. The designation of each class, the number of shares of each class, and the par value or no par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON VOTING	50,000,000	\$.001
PREFERRED NON-VOTING	20,000,000	\$.001

The Preferred Shares authorized by these Articles of Incorporation shall be non-voting and the holders of the Preferred Shares, in preference to the holders of the Common Voting Shares, shall be entitled to receive dividends out of any funds legally available for this purpose, as and when declared by the Board of Directors. Such dividends, if any, shall be declared by the Board of Directors no less than annually. Subject to the foregoing provisions and to any further limitations prescribed by the Board of Directors pursuant to the further provisions hereof, the Board of Directors may declare out of such funds legally available therefore, additional dividends (on a more than annual basis), but such additional dividends shall be made equally share-for-share to all outstanding shares, Preferred and Common alike.

In the event of any involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of the Common Voting Shares, the holders of the Preferred Shares shall be entitled to be paid in full no less than the cost of the original acquisition of their shares plus any accrued but unpaid dividends which may have been determined by the Board of Directors.

Further, the Corporation hereby reserves the right to redeem all or any portion of the issued and outstanding Preferred Shares of the Corporation, as the Board of Directors may from time to time deem in the best interest of the Corporation. Such redemption shall be for an amount no less than the Shareholder's original cost of acquisition from the Corporation, plus interest from the date of acquisition from the Corporation at eight (8%) percent per annum, as well as the payment of any accrued but unpaid dividends, that the Board of Directors may have from time to time declared.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 3300 Overlook Drive N.E., St. Petersburg, Florida, 33703, and the mailing address of the corporation is the same.

The name of the initial Registered Agent of the corporation is **RICHARD A. BRUNO** located at 3300 Overlook Drive N.E., St. Petersburg, Florida, 33703.

ARTICLE VI

DIRECTORS

The Board of Directors shall consist of no less than three (3) and no more than fifteen (15) members. The initial Board of Directors of the Corporation shall consist of four (4) Directors. The names and addresses of the initial Directors are:

NAME

ADDRESS

Richard A. Bruno

3300 Overlook Drive N.E.
St. Petersburg, FL 33703

James Fallon

300 South Woodstock Drive
Cherryhill, NJ 08034

Douglas J. Barnard

248 First Avenue North
St. Petersburg, FL 33701

Larry L. Dillahunty

248 First Avenue North
St. Petersburg, FL 33701

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

Richard A. Bruno

3300 Overlook Drive N.E.
St. Petersburg, FL 33703

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 5 day of April, 2000.



RICHARD A. BRUNO

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **RICHARD A. BRUNO**, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 5 day of April, 2000.



Notary Public / State of Florida at Large
Printed Name: KATHLEEN MASON

My Commission Expires:
My Commission Number:



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
00 APR -7 AM 10: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
NAMES AND ADDRESSES OF THE CORPORATION.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

RETAILSWAP.COM, INC., a Corporation, organized under the laws of the State of
Florida, with its principal office at 3300 Overlook Drive N.E., St. Petersburg, Florida, 33703, and
its mailing address being the same, has named **RICHARD A. BRUNO**, located at 3300
Overlook Drive N.E., St. Petersburg, Florida, 33701, with his residence being the same, as its
agent to accept service of process within the State.

OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
RICHARD A. BRUNO	3300 Overlook Drive N.E. St. Petersburg, FL 33703	C.E.O.
JAMES FALLON	300 South Woodstock Drive Cherryhill, NJ 08034	President
BARRY STEWART	3720 W. Alabama #3203 Houston, TX 77027	C.O.O.

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during
prescribed hours, to post my name in some conspicuous place in the office, as required by law.



RICHARD A. BRUNO