

South Florida

Directory Company, Inc.

1250 E. Hallandale Beach Blvd.
Suite 305
Hallandale Beach, FL 33009

Phone: 305.933.9170 or 954.457.0910
Fax: 305.933.9341 or 954.457.0909

E-mail:
dennisholober@directorycompany.com

PO00000042368

Monday, April 24, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700003224907--3
-04/26/00--01058-010
*****78.75 *****78.75

Re: InterVenture, Inc.

Dear Ladies or Gentlemen:


Enclosed is the Articles of Incorporation for InterVenture, Inc. Please file the Articles and return a certified copy in the Priority Mail envelope also enclosed.

Included herein is a check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) to cover the published fees as follows:

Filing Fee:	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>
Total Enclosed	\$78.75

Thank you for your cooperation and expeditious handling of this matter.

Very truly yours,


Dennis I. Holober

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
INTERVENTURE, INC.

The undersigned incorporators, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is **INTERVENTURE, INC.**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in the business of designing, hosting, publishing, establishing, creating, and maintaining Internet Web Sites, and publishing community directories and community information, city directories and city information, regional directories and regional information, national directories and national information, government directories and government information and any other lawful directory, information of general nature, article, document, and advertisement which may be lawfully published, hosted or disseminated on the World Wide Web or published and distributed by any other lawful media and, also, the sale, solicitation, publishing and distribution of public or private promotional material, advertisements or announcements, and to transact any and all lawful business for which corporations may

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be incorporated under the Florida General Corporations Act or engage or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV

The corporation shall have the authority to issue two classes of common stock:

Class A: The corporation shall have the authority to issue Twenty Million (20,000,000) shares of common stock, at no par value, each of which shall bear the right to fully participate in the distribution of declared dividends and all other distribution of earnings which the Board of Directors shall, from time to time, distribute to shareholders; and, also, each of which shall have the right to vote, each share of this class having one (1) vote, on all issues presented to the shareholders for vote, including, but not limited to the election of an individual member of the Board of Directors, the number of Directors composing the Board of Directors and all other issues presented to shareholders of the corporation for vote pursuant to the laws of the United States of America, the State of Florida, the Florida General Corporations Act and the By-Laws of the corporation.

Class B: The corporation shall have the authority to issue Twenty Million (20,000,000) shares of common stock, at no par value, each of which shall bear the right to fully participate in the distribution of declared dividends and all other distribution of earnings which the Board of Directors shall, from time to time, distribute to shareholders; and, also, none of the share of this class shall have the right to vote on any issue presented to shareholders for vote, including, but not limited to the election of an individual member of the Board of Directors, the number of Directors composing the

Board of Directors or any other issue presented to shareholders of the corporation.

ARTICLE V

All or any portion of all shares of stock of this corporation may be subject to shareholder restrictive agreements containing numerous restrictions on the right of a shareholder of the corporation, including, but not limited to the right of transfer of the share(s) of stock of the corporation. A copy of all shareholder restrictive agreements, if any, are on file at the principal office of the corporation and a notation of such restrictive agreement, if any, shall be appropriately endorsed on stock certificate(s) representing the share(s) of stock subject to such restrictive agreements.

ARTICLE VI

The corporation elects to have no preemptive rights attach to either class of stock.

ARTICLE VII

The Board of Directors of the corporation shall have the power, without vote or assent of the shareholders, to make, alter, amend or repeal the Bylaws of the corporation.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation, or any amendments hereto, are granted subject to this reservation.

ARTICLE IX

The address of the initial principal place of business of the corporation is 1250 East Hallandale Beach Boulevard, Suite 305, Hallandale Beach, Florida 33009; and the name and address of the Registered Agent of the corporation is **DENNIS I. HOLOBER** whose address is 1250 East Hallandale Beach Boulevard, Suite 305, Florida 33009.

ARTICLE X

The number of directors constituting the initial Board of Directors is three (3), and the name and address of the persons who are to serve as initial directors for the first year of the corporation, or until his/her/their successors are elected, are:

Dennis I. Holober
1250 East Hallandale Beach Boulevard
Suite 305
Hallandale Beach, Florida 33009

Ernest Smit
1250 East Hallandale Beach Boulevard
Suite 305
Hallandale Beach, Florida 33009

Donna J. CePhass
1250 East Hallandale Beach Boulevard
Suite 305
Hallandale Beach, Florida 33009

ARTICLE XI

The name and address of the incorporators are:

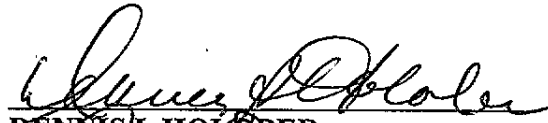
Dennis I. Holober
1250 East Hallandale Beach Boulevard
Suite 305
Hallandale Beach, Florida 33009

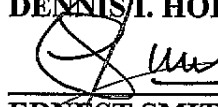
Ernest Smit
1250 East Hallandale Beach Boulevard
Suite 305
Hallandale Beach, Florida 33009

Donna J. CePhass
1250 East Hallandale Beach Boulevard
Suite 305
Hallandale Beach, Florida 33009

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, We have executed the Articles of Incorporation on
the 24th day of April 2000.


DENNIS I. HOLOBER


ERNEST SMIT


DONNA J. CePHASS

ACCEPTANCE BY REGISTERED AGENT

I hereby accept and agree to act in the capacity of Registered Agent for the
Corporation, and agree to comply with the provisions of the applicable Florida Statutes.


DENNIS I. HOLOBER

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

ss.

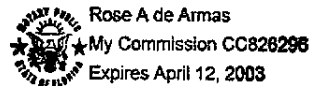
BEFORE ME, the undersigned authority, this day personally appeared DENNIS

I. HOLOBER, who, upon being by me first duly sworn, deposes and says the he executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein, and who presented Florida Driver License for identification or who is personally known to me.

SWORN TO AND SUBSCRIBED before me this 24th day of April 2000.

Rose A. de Armas
Notary Public, State of Florida At Large

My Commission Expires:



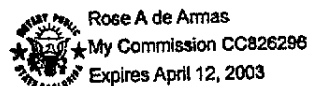
STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS.

BEFORE ME, the undersigned authority, this day personally appeared ERNEST SMIT, who, upon being by me first duly sworn, deposes and says the he executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein, and who presented Florida Driver License for identification or who is personally known to me.

SWORN TO AND SUBSCRIBED before me this 24th day of April 2000.

Rose A. de Armas
Notary Public, State of Florida At Large

My Commission Expires:



STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS.

BEFORE ME, the undersigned authority, this day personally appeared DONNA

J. CePHASS, who, upon being by me first duly sworn, deposes and says the he executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein and who presented Florida Drivers License for identification or who is personally known to me.

SWORN TO AND SUBSCRIBED before me this 24th day of April 2000.

Rose A de Armas
Notary Public, State of Florida At Large

My Commission Expires:



Rose A de Armas
My Commission CC826296
Expires April 12, 2003