

Sumstate Research
Requester's Name

Address

City/State/Zip Phone #

PO BOX 417137

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- B2B Media, Inc
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

FILED
00 MAY 11 PM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000003240200-2
-05/11/00-01053-007
*****78.75 *****78.75

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

RECEIVED
00 MAY 11 AM 11:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH MAY 11 2000

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
B2B MEDIA, INC.**

ARTICLE I - NAME

The name of this Corporation is B2B MEDIA, INC., and its address is c/o R. M. Jellow, 7616 Northwest 40th Street, Coral Springs, Florida 33065.

FILED
00 MAY 11 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation are:

NAME

ADDRESS

Richard M. Jellow

7616 Northwest 40th Street
Coral Springs, FL 33065

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

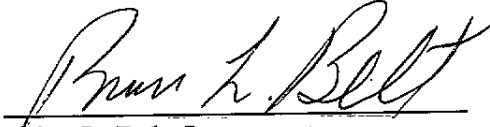
ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Brian L. Belt and his address is 201 S. Biscayne Boulevard, Suite 1600 , Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of May, 2000.



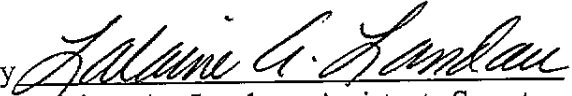
Brian L. Belt, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 10th DAY OF MAY, 2000.

CORPORATION COMPANY OF MIAMI

By 

Lalaine A. Landau, Assistant Secretary
for CORPORATION COMPANY OF MIAMI
(Registered Agent)

MIADOCS 339711.1 LAL

FILED
00 MAY 11 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA