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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/22/00--01131--005
*****87.50 *****87.50

SUBJECT: LAZYGROCER.COM, INC.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for \$87.50
For the filing fee, a Certified Copy & Certificate of Status for the above Corporation.

FROM: Brenda Lee Hamilton Esquire
Address: 555 South Federal Hwy, Suite 270
City, State & Zip: Boca Raton Florida 33432
Daytime Telephone number: 561-416-8956

NOTE: Please provide the original and one copy of the ARTICLES OF INCORPORATION

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00 MAY 22 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/30
ACT. IV ok Per Kim.

S. Thompson MAY 30 2000

ARTICLES OF INCORPORATION
OF

LAZYGROCER.COM, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is

LAZYGROCER.COM, Inc.

ARTICLE II

The existence of the Corporation shall begin on the filing of these Articles of Incorporation with the Florida Department of Corporations.

ARTICLE III

The street address of the principal office of the Corporation is 241 York Street, 3rd Floor, Ottawa, Ontario K1n 5s0, Canada

ARTICLE IV

(i) The maximum number of shares this Corporation is authorized to issue is: 50,000,000 shares of common stock with \$.01 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

(ii) 20,000,000 shares of preferred stock with \$.01 par value in five (5) series, and the Board of Directors is authorized to establish the number of shares to be included in each series and the preferences, rights of conversion, limitations and other relative rights of each series.

ARTICLE V

The initial street address of the Corporation's registered office is 555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432. The initial registered agent for the Corporation at that address is Brenda Hamilton.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in

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accordance with the Corporation's bylaws, but shall never be less than one.

ARTICLE VII

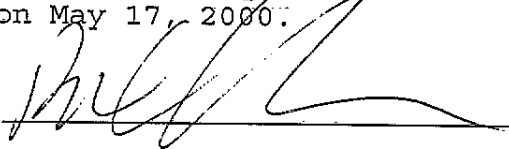
The names and street addresses of the persons signing these articles of incorporation are:

Brenda Hamilton, 555 S. Federal Highway, Suite 270, Boca Raton, Florida 33432.

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

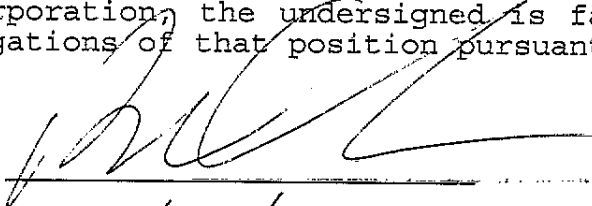
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on May 17, 2000.



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LAZYGROCER.COM, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name



Date

5/17/2000