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Florida Department of State
Division of Corporations
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To:
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Fax Number : (850) 922-4001

From:
Account Name : ARMANDO MONTES DE OCA
Account Number : 075350000536
Phone : (561) 367-1015
Fax Number : (561) 367-9166

FLORIDA PROFIT CORPORATION OR P.A.

Optincentives.com, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION OF

Optincentives.com, Inc.

The undersigned subscriber to these articles of incorporation, being a natural person competent to contract, does hereby associate to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is **Optincentives.com, Inc.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

2000 Glades Road.
Suite 312
Boca Raton, Fl. 33431.

ARTICLE III

The aggregate numbers of shares of stock, which this corporation shall have authority to issue, is one hundred (100) shares of common stock with no par value, and consist of one class only. The consideration to be paid for each share shall be ten (\$10.00) dollars.

ARTICLE IV

The name and Florida street address of the initial registered agent is:

Magdiel Castro
3214 N.W. 181 Street
Miami, Fl. 33056

ARTICLE V

The general nature of the business to be transacted by this corporation is:

The marketing and selling of Internet advertisement

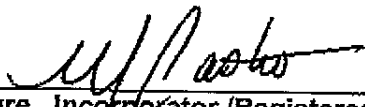
To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE VI

The name and address of the incorporator to these Articles of Incorporation are:

Magdiel Castro
3214 N.W. 181 Street
Miami, Fl. 33056

Having been named as registered agent and to accept service of process for the above stated corporation as 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 am familiar with and accept the obligations of my position as registered agent.



Signature Incorporator /Registered Agent

Magdiel Castro
3214 N.W. 181 Street
Miami, Fl. 33056
Tel. (561) 367-1015

June 27th, 2000
Date

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