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3180 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137
US 1-800-443-3784
DADE (305) 573-3784
FAX (305) 576-1348

June 26, 2000

the village

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

MATTHEW GISSEN, J.D., C.A.P.
EXECUTIVE DIRECTOR
000003307810--6
-06/28/00--01063--010
*****78.75 *****78.75

To Whom It May Concern:

Enclosed you will find a check in the amount of \$78.75 payable to the Secretary of State to cover the following fees:

- 1) \$70.00 to file Articles of Incorporation for the following For-Profit Corporation:

MERCURONICS, INC.
- 2) \$8.75 for a certified copy of the Articles of Incorporation for the above named Corporation.

Please send the certified copy of the Articles of Incorporation to the following in the envelope enclosed:

Mr. Matthew Gissen
3180 Biscayne Boulevard
Miami, Florida 33137

If you need any further information in regard to this matter, please do not hesitate to contact me at 305-571-2628.

Sincerely,

S. Thompson JUN 30 2000

THE VILLAGE

Nancy Grizzle
Nancy Grizzle, Executive Assistant

Nancy Grizzle
AUTHORIZATION BY PRINCIPAL TO
CORRECT *Add principal address*
DATE *6/30*
DOC. EXAM *SAT*

N:\VILLAGE\MATT\LETTERS\Secretary of State - Mercuronics.wpd

NON-PROFIT • NON-SECTARIAN • TAX EXEMPT CORPORATION
ACCREDITED BY J.C.A.H.O. • LICENSED BY STATE OF FLORIDA



ARTICLES OF INCORPORATION
of
MERCURONICS, INC.

I, the undersigned, Matthew Gissen acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, this Certificate of Incorporation, as by law provided.

ARTICLE I - NAME

The name of this corporation is

MERCURONICS, INC.

The principal address is 3180 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To engage in any and all activities involving the development of software programs and applications, hardware platforms and peripherals , and any other products used or usable on the Internet and/or World Wide Web.
2. To manufacture, buy, sell, trade and deal in all and every kind of material, product, manufactured or unmanufactured, iron, steel, wood, brick, cement, granite, stone and other products and materials; to buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights.

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STATE OF FLORIDA
TALLAHASSEE

3. To erect, maintain, purchase or rent, hire, lease, let or otherwise acquire and dispose of buildings and structures convenient to carry on said business. To acquire, sell, mortgage, lease or otherwise acquire or dispose of real or personal property, necessary or convenient to such business.
4. To acquire, own, purchase or dispose of licenses and permits for the operation of said business. To acquire good will, rights and property of any person, firm, association or corporation, and pay for the same in cash or stock of this company, fund or obligations of this company, or otherwise; and to hold or in any manner dispose of the whole or any part of the property so acquired.
5. Directly and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire, hold, own, exchange, maintain, improve, alter, lease, sell, convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this state, as shall be found necessary and convenient from time to time for the lawful purpose of this corporation.
6. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness payable at a specified time or times.

7. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness of this state or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
8. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.
9. To conduct and transact any and all lawful business or businesses.

Without in any particular limiting any of the objects and powers of the corporation, it being expressly declared and provided that the corporation shall have power to carry on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects herein above mentioned, and to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the laws of the State, and which now or hereafter may be authorized by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3180 Biscayne Boulevard, Miami, Florida 33137 and the name of the initial registered agent of this corporation at that address is Matthew Gissen.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than four. The names and addresses of the initial directors of this corporation are:

| | |
|-----------------------|------------------------------------------|
| Matthew Gissen | 3180 Biscayne Boulevard., Miami, Florida |
| Francisco Renta | 3180 Biscayne Boulevard., Miami, Florida |
| Jimmy Perez | 3180 Biscayne Boulevard., Miami, Florida |
| Valera Jackson-Gissen | 3180 Biscayne Boulevard., Miami, Florida |

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Matthew Gissen 3180 Biscayne Boulevard, Miami, Florida

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - GENERAL PROVISIONS

1. The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
2. The corporation shall have a first lien upon the shares of its stockholders and upon all dividends due them for any indebtedness by such stockholders to the corporation.
3. Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
4. The corporation shall, at the first meeting of the stockholders after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations as they deem expedient or necessary for the regulation of the business and the conduct of the affairs of the corporation, and such other provisions as they may deem necessary for creating, dividing, limiting and regulating powers of the corporation and its

stockholders and the Board of Directors and Officers and their tenure of office; providing, such rules and regulations are not contrary to the laws of the State of Florida and this Certificate.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of June, 2000.

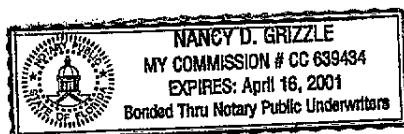

Matthew Gissen

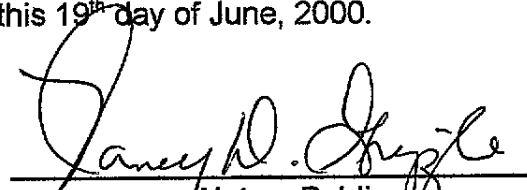
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Matthew Gissen, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 19th day of June, 2000.




Notary Public

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First – That Mercuronics, Inc. desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation at City of
Miami, County of Dade, State of Florida, has named Matthew Gissen located at 3180
Biscayne Boulevard, City of Miami, County of Dade, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping open
said office.

By 

Matthew Gissen

Dated this 19th day of June, 2000