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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

INTERNET ENTERTAINMENT GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
INTERNET ENTERTAINMENT GROUP, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I. Name

The name of the corporation (the "Corporation") shall be:
Internet Entertainment Group, Inc.

Article II. Nature of Business

The purpose of the Corporation shall be to engage or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

Article III. Capital Stock

The maximum number of shares of all classes, which the corporation shall be authorized to issue, is One Thousand (1,000) shares of common stock having a par value of \$.001 per share.

Article IV. Address of Principal Office

The principal place of business and mailing address of this corporation shall be:
2727 E. Oakland Park Blvd., Suite 303
Fort Lauderdale, Florida 33306

Article V. Registered Office and Agent

The street address of the Corporation's initial registered office and the registered agent for the Corporation at that address are:

Kenneth S. Pollock
2400 E. Commercial Blvd., Suite 517
Fort Lauderdale, Florida 33308

Article VI. Incorporator

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

Kenneth S. Pollock, Esq.
2400 E. Commercial Blvd., Suite 517
Fort Lauderdale, Florida 33308

Article VII. Term of Existence

This duration of the Corporation shall be perpetual.

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Article VIII. Board of Directors

The names and addresses of the persons who are to serve as initial Directors are:
Steven Reech, 2727 E. Oakland Park Blvd., Suite 303 Fort Lauderdale, Florida 33306.

A Board of Directors consisting of no less than one director shall manage the affairs of the Corporation. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws.

Article IX. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin upon the filing of these Articles of Incorporation.

Article X. Indemnification

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, incorporator, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under paragraph A above.

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F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

Article XI. Certain Limitations on Liability of Directors

Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

Article XII. Amendment

The 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.

The undersigned incorporator executed these Articles of Incorporation on July 24, 2000.


Kenneth S. Pollock

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION

Internet Entertainment Group, Inc.

REGISTERED AGENT/OFFICE

Kenneth S. Pollock
2400 E. Commercial Blvd., Suite 517
Fort Lauderdale, Florida 33308

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


KENNETH S. POLLOCK/ Registered Agent

Date: July 24, 2000

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