

P00000074774

Tankel, Vallar & Weaver
Attorneys at Law

Robert L. Tankel
Voice: 727.736.1901
Fax: 727.736.2305
Toll Free: 888.266.3652
Email: Condolawyer@aol.com

A Partnership of Professional Associations
1299 Main Street, Suite F
Dunedin, FL 34698-5333
www.Association-law.com

Giorgio Vallar
Joel R. Weaver
Voice: 727.733.4616
Fax: 727.733.5446
Email: gv@IntNet.net

July 29, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600003343956--7
-08/02/00--01062--021
****140.00 *****70.00

RE: Phat-Media.Com, Inc. and Gyr8, Inc.


To Whom it May Concern:

Enclosed herewith is the original and one (1) copy of the above-referenced Articles of Incorporation and a check in the amount of \$140.00 to cover the filing fee of both. Please file the originals and please return the stamped duplicate copies to me at your earliest convenience in the self addressed, stamped envelope provided herewith.

If you have any questions with regard to these matters, please feel free to contact me at the above listed telephone number.

Sincerely yours,

ROBERT L. TANKEL, P.A.



Robert L. Tankel

FILED
00 AUG -2 PM 4: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RLT/wb
Enclosure(s)

8-7
WC

ARTICLES OF INCORPORATION

**ARTICLE I
NAME**

The name of the corporation shall be:

Phat-Media.Com, Inc.

**ARTICLE II
PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida under F.S. 607.0301 and 607.0302, as amended.

**ARTICLE III
PRINCIPAL OFFICE**

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

1022 Main St. Suite D Dunedin FL 34698

**ARTICLE IV
SHARES**

The number of shares of stock this corporation is authorized to have outstanding at any one time is:

1000 shares, each share having a par value of One Dollar (\$1.00) per share

FILED
00 AUG -2 PM 4: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert L. Tankel
Attorney at Law
1022 Main Street, Suite D
Dunedin, Florida 34698

ARTICLE VI
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Robert L. Tankel
1022 Main Street, Suite D
Dunedin, Florida 34698

ARTICLE VII
INITIAL OFFICERS

The Initial Officers of the Corporation shall be:

President	David Olmsted
Vice-President	Jason Olmsted
Secretary	Jason Olmsted
Treasurer	Jason Olmsted

whose addresses shall be same as the principal office of the Corporation.

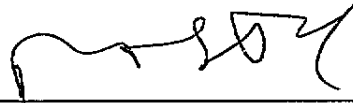
ARTICLE VIII
INITIAL DIRECTORS

The Initial Directors of the Corporation shall be:

Jason Olmsted
David Olmsted

whose addresses shall be the same as the principal office of the Corporation.

The undersigned incorporator(s) has(have) executed these Articles of
Incorporation this 29 day of July, 2000.



Robert L. Tankel

FILED
00 AUG -2 PM 4: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Phat-Media.Com, Inc.
2. The name and address of the registered agent and office is:

Robert L. Tankel
Attorney at Law
1022 Main Street, Suite D
Dunedin, Florida 34698

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 my position as registered agent.



Robert L. Tankel

7/29/2000

Date