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MIMI HANLEY
700 N. WICKHAM RD. STE 208
MELBOURNE, FL 32935
321-242-1906

August 12, 2000

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

FILED
00 AUG 21 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Masterclick, Inc.

Enclosed please find Articles of Incorporation, together with one copy of same and a check in the amount of \$87.50. Please file the articles, issue and return to me a certified copy of same together with Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Your very truly,

Mariann Hanley

Mariann Hanley

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ARTICLES OF INCORPORATION
OF
MASTERCLICK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is MASTERCLICK, INC.

ARTICLE II- DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100,000 of \$0.10 value common stock, which shall be designated "Common Shares."

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 VII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation 4760 Hwy. A1A Suite 6 Satellite Beach, Fl 32937, and the name of the initial registered agent of this corporation is : Raymond Jackman.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two director initially. The number of directors may be either increased or decreased from time to time by the bylaw, but shall never be less than one. The name and address of the initial directors of this corporation is : Juerg' Grau 4760 Hwy. A1A Suite 6 Satellite Beach Fl
Raymond Jackman 4760 Hwy. A1A Suite Satellite Beach Fl

ARTICLE IX - INITIAL PRINCIPAL OFFICE

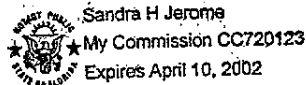
The street address of initial principal office is: 4760 Hwy. A1A, Suite 6, Satellite Beach, Fl 32937, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Raymond Jackman, known to me to be the person who executed the foregoing Articles of Incorporation and who produced KNOWN as identification, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal in the State and County aforesaid this 9 day of AUGUST, 2000.

Sandra H. Jerome
Notary Public, State of Florida
My Commission Expires April 10, 2002



I Raymond Jackman, hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.

RM
Raymond Jackman
4760 Hwy. A1A, Suite 6
Satellite Beach, Fl 32937

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:
Raymond Jackman
4760 Hwy. A1A Suite 6
Satellite Beach, Fl 32937

ARTICLE XI - BYLAWS

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

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.


ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, the understanding subscriber has executed these Articles of Incorporation
This 9 day of AUGUST, 2000.



Raymond Jackman

