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TRANSMITTAL LETTER

FILED

00 SEP 28 AM 9: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-09/28/00--01020--004
*****78.75 *****78.75

SUBJECT: eMarketing Matters, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: L. A. Vega-Jara
Name (Printed or typed)

14280 S. MILITARY TRAIL #7240
Address

DELRAY BEACH, FL 33482
City, State & Zip

SUSAN Vega-Jara GAVE 561-963-8049
Daytime Telephone number

AUTHORIZATION BY PHONE TO
CORRECT Suffix/officer
DATE _____
DCC. MXAM BH

NOTE: Please provide the original and one copy of the articles.

PH 10/2/00 ✓

ARTICLES OF INCORPORATION

FILED

OF

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eMARKETING MATTERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is: eMARKETING MATTERS, INC.
The principle business and mailing address of the corporation is 14280 S. Military Trail, #7240, Delray Beach, FL 33482.

ARTICLE TWO

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

The purpose of purposes for which the corporation is organized is:
To transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND (10,000) of the par value of ONE TENTH DOLLAR (\$0.10) each. The corporation will not commence business until it has received for the issuance of its shares consideration of the value of ONE THOUSAND (\$1,000.00) DOLLARS consisting of money, labor done or property actually received, which is not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE FIVE

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 prices at which it is offered to others.

ARTICLE SIX

The number of directors constituting the initial Board of Director is three, and the names and addresses of the persona who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are:

NAME	ADDRESS
Mr. L. A. Vega-Jara Director/President	14280 S. Military Trail, #7240, Delray Beach, Florida 33482

Roberta J. Wesley Secretary/Treasurer	Same
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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. The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE SEVEN

The mailing address of the initial principal registered office is 11211 S. Military Trail, #2713, Boynton Beach, FL 33463, and the name of the initial registered agent at such address is: Mr. L. A. Vega-Jara
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Mr. L. A. Vega-Jara

ARTICLE EIGHT

The name and address of the incorporator is:

NAME	ADDRESS
Mr. L. A. Vega-Jara Director	14280 S. Military Trail, #7240 Delray Beach, Florida 33463



L. A. Vega-Jara

ARTICLE NINE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director of an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE TEN

The private property of the stockholders or officers shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of September, 2000.



L. A. VEGA-JARA

CERTIFICATE DESIGNATION 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 of the Florida Statutes, the following is submitted, in
accordance with said act:

FIRST: that eMarketing Matters, Inc., desiring to organize under the laws of the State of
Florida, with its principal business address as indicated in the Articles of
Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida,
has named L. A. Vega-Jara located as indicated in the Articles of Incorporation as its
agent to accept service of process within the state.

ACKNOWLEDGMENT: MUST BE SIGNED BY DESIGNATED AGENT

Having been named to accept service of process for the above 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 business.


By: **L. A. VEGA-JARA**
Registered Agent

RTICLE ELEVEN

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TALLAHASSEE, FLORIDA