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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Reply To:
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Alexander Reus,
J.D. (Germany), J.D., LL.M.
Direct Dial: (305) 260-1027
areus@becker-poliakoff.com

October 12, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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RE: M-GATE AMERICA, CORP.
Our File No.: H20714/70105

Dear Sir or Madam:

Enclosed please the Articles of Incorporation for the above-referenced Corporation, along with an additional copy of said Articles, for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a certified copy as well as a filing receipt. The appropriate fee in the amount of \$87.50 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,



Alexander Reus
FOR THE FIRM

AR/ler

Enclosures
255713_1.DOC

10/18/00

**ARTICLES OF INCORPORATION
OF
M-GATE AMERICA, CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is: **M-Gate America, Corp.**

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of developing, marketing, consulting about, distributing, licensing and selling e-Customer relations Management and Database Marketing Tools, and transacting any and all other lawful business, for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
STOCK**

This Corporation is authorized to issue 25,000,000 shares of common stock with a par value of \$0.01 per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126; and the name of the initial registered agent at that address is ALEXANDER REUS; ESQ.

**ARTICLE V
DIRECTORS**

This Corporation shall have TWO (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than two. The names and addresses of the initial directors of this Corporation are:

Michael Hoppe

5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

Lenz Lampertsdörfer

5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

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TALLAHASSEE, FLORIDA

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Michael Hoppe, c/o Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 5201 Blue Lagoon Drive, Suite 100, Miami, FL 33126.

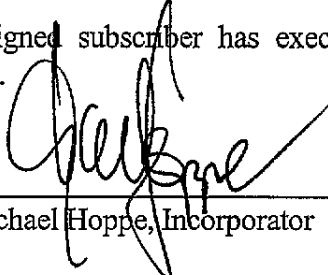
**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of October, 2000.



Michael Hoppe, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



ALEXANDER REUS; ESQ.