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ACCOUNT NO. : 072100000032

REFERENCE : 876957 9643A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : October 26, 2000

ORDER TIME : 10:24 AM

ORDER NO. : 876957-005

CUSTOMER NO: 9643A

CUSTOMER: Jeffrey D. Weinstock, Esq
Sachs, Sax & Klein, P.a.

400003440104--8

P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: HEROES OF THE PAST.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 PM 1:32

RECEIVED
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DIVISION OF CORPORATIONS
00 OCT 26 PM 1:46
TO AGENCY OF RECORDS
SUFFICIENT FILING

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

00 OCT 26 PM 1:32

HEROES OF THE PAST.COM, INC.

I, the undersigned, being of legal age and a natural person, do 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 I

The name and initial address of this Corporation shall be: Heroes of the Past.Com, Inc., 4162 N.W. 60th Circle, Boca Raton, FL 33496.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 4162 N.W. 60th Circle, Boca Raton, FL 33496, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Douglas Schustek.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Douglas Schustek	4162 N.W. 60th Circle Boca Raton, FL 33496

ARTICLE VIII

The name and address of the incorporator is: Douglas Schustek, 4162 N.W. 60th Circle, Boca Raton, FL 33496.

ARTICLE IX

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 or an officer of such other corporation, or who 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 a director or officer of such other corporation, or not so interested.

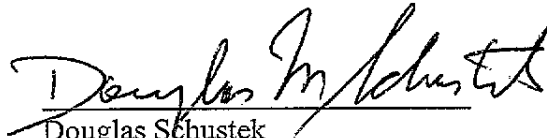
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

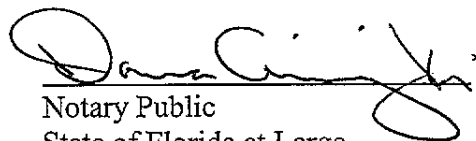
This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 25th day of October, 2000.


Douglas Schustek

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 25th day of October, 2000, by Douglas Schustek, as Incorporator of Heroes of the Past.Com, Inc., on behalf of the Corporation. He is (personally known to me) (or has produced his drivers license) and did take an oath.


Notary Public
State of Florida at Large
My Commission Expires:



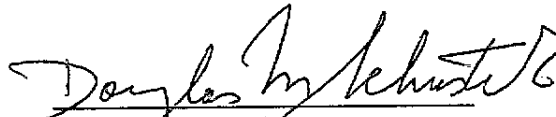
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That Heroes of the Past.Com, Inc. desiring to organize under the laws of the State of Florida, has named Douglas Shustek as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 25th day of October, 2000.


Douglas Schustek,
Registered Agent

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