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November 8, 2000

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

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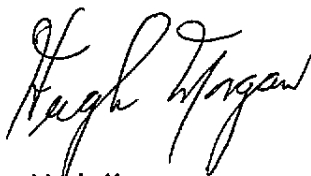
Dear Sir or Madam,

SUBJECT EXITE USA, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$78.75 Filing Fee & Certificate of Status

I would be obliged if you could process my request at your earliest convenience.

Yours truly,



Hugh Morgan
Incorporator

Hugh Morgan
2831 Ringling Boulevard
Suite D-113
Sarasota, FL 34231

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. CHESSEY NOV 15 2000

**ARTICLES OF INCORPORATION
OF
EXCITE U. S.A., INC.**

The undersigned acting as incorporator, of a corporation under the Florida Business Corporations Act, hereby adopts the following Articles for such corporation.

ARTICLE I

The name of the corporation shall be Excite U. S.A., Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

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

Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34237

ARTICLE IV

The corporation shall have one class of stock of which there shall be one million authorized shares having a par value of \$1.00 each.

ARTICLE V

Every shareholder shall have the right to purchase his or her pro rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price, which it is offered to all other shareholders.

ARTICLE VI

The initial Registered Agent of the corporation shall be Hugh Morgan, located at the corporation's registered office:

Suite D-113, 2831 Ringling Boulevard,
Sarasota, Florida 34237

ARTICLE VII

The incorporator of the corporation is:

Hugh Morgan
Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34231

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

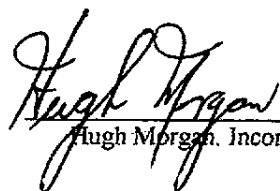
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ARTICLE VIII

The purpose or purposes for which the corporation is organized are to publish a monthly magazine and develop an on-line internet magazine, which will combine an advertisers' directory and to engage in any activity or business permitted under the laws of the United States of America and this state.

The undersigned incorporator has executed these articles this 8th day of November, 2000


Hugh Morgan, Incorporator

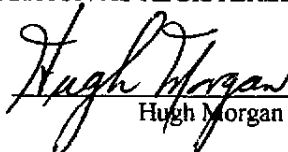
Certification of Designation Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of The State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is Excite U.S.A., Inc.
2. The name and address of the registered agent and office is:

Hugh Morgan
2831 Ringling Boulevard, Suite D-113
Sarasota, Florida 34237

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.


Hugh Morgan

11/08/00
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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