

TRANSMITTAL LETTER

P00000109377

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

SUBJECT: Nettle Media, Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500003474265--5
-11/22/00--01045--008
*****78.75 *****78.75

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: Steven McElveen
Name (Printed or typed)

631 S. Delaney Ave. #21
Address

Orlando, FL 32801
City, State & Zip

407-843-7946
Daytime Telephone number

00 NOV 22 PM 3:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

gy 11/27

NETTLE MEDIA, CORP.

The undersigned, being of legal age and competent to contract for the purpose of organizing a Corporation pursuant to Chapter 608, Florida Statutes, and other applicable laws of the State of Florida, does hereby adopt the following Articles of Organization, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Company shall be NETTLE MEDIA, CORP.. (the "Company").

ARTICLE II

DURATION

This Company shall exist perpetually unless dissolved by law or action of its shareholders.

ARTICLE III

PURPOSE

This Company is created for the purpose of transacting the business of NETTLE MEDIA, Corp., and for such other business as may be agreed upon by the shareholders.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Company shall be 631 S. Delaney Ave. #21, Orlando, Florida 32801, and such other place or places as the shareholders from time to time may determine.

The initial Registered Agent of the Company shall be Steven McElveen, whose address is 631 S. Delaney Ave. #21, Orlando, Florida 32801.

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TALLAHASSEE, FLORIDA

ARTICLE V

MANAGEMENT OF BUSINESS

The management of this Company shall be vested in a manager or managers who shall be elected annually by the board of directors in a manner prescribed by and provided in the regulations of this Company.

ARTICLE VI

REGULATIONS

At the time of executing these articles of organization, the shareholders of the Company shall adopt regulations containing all provisions for the regulation and management of this Company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the shareholders of this Company.

ARTICLE VII

PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Company.

ARTICLE VIII

MEETING OF SHAREHOLDERS

Annual meetings of the shareholders shall be held within thirty (30) days after the close of the Company's fiscal year at times and places selected by the shareholders. Special meetings may be called, and all other matters with respect to meetings, shall be governed by, provided for and construed in accordance with the requirements set forth in the regulations.

Minutes shall be kept of all annual and special meetings.

ARTICLE IX

TRANSFERABILITY OF SHAREHOLDERS' INTEREST

A shareholders's interest in this Company may be sold, but the Company and other shareholders must be given right of first refusal to purchase shares at market value.

ARTICLE X

PROFITS AND LOSSES

The shareholders of this Company shall be entitled to the net profits arising from the operation of the Company business. Each member shall be entitled to his distributive share of the profits according to his pro rata interest in the Company. Losses shall be passed through to each member in the same proportion according to his pro rata interest in the Company.

ARTICLE XI

ISSUANCE OF STOCK

At this time the Company authorizes 100,000,000 shares. The company may release additional shares of stock for purchase at its discretion.

ARTICLE XII

AMENDMENTS

These articles may be amended from time to time by the unanimous consent of the shareholders, and the amendments shall be filed, duly signed by a representative of the Company, with the Florida Department of State.

ARTICLE XIII

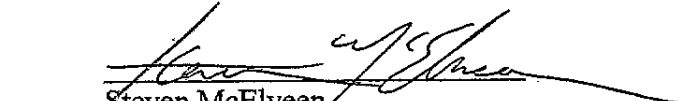
HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the shareholders hereinbefore named, for the purpose of forming a company under the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Organization, declaring and certifying under penalties of perjury, that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand this 16th day of November, 2000.



Jason Francoeur



Steven McElveen

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 608.415, Florida Statutes, the following is submitted:

Nettle Media Corp., desiring to organize as a company under the laws of the State of Florida with its principal place of business at 631 S. Delaney Ave. #21, Orlando, FL 32801, and its registered office at 631 S. Delaney Ave. #21, Orlando, FL 32801, has named and designated Steven McElveen as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named company at the place designated in this Certificate, I hereby agree to act in this capacity, and I am familiar with and accept the obligations of Section 608.415, Florida Statutes, as the same may apply to the said company; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 16th day of November, 2000.


Steven McElveen
Registered Agent

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TALLAHASSEE, FLORIDA