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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOUGLAS R. ANDREAE
Requester's Name

7617 SOUTHERN BROOK BEND #205
Address

Tampa, FL 33635 (813) 925-8786
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____
- Mail out Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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-12/15/00-01078-001
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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

AP 15

ARTICLES OF INCORPORATION
of
International Mineral Exploration Corporation

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The undersigned, being a natural person, does hereby act as Incorporator in adopting the following articles of incorporation for the purpose of organizing a stock corporation pursuant to the provisions of the Florida Business Corporation Act:

ARTICLE I

The Name of the Corporation (hereinafter called the Corporation) is International Mineral Exploration Corporation.

ARTICLE II

Its registered office in the State of Florida is to be located at 7617 Southern Brook Bend, #205, Tampa FL 33635, County of Hillsborough. The Registered Agent in Charge thereof is Douglas R. Andreae, address "same as above".

ARTICLE III

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To engage in any lawful act or activity for which corporations may be organized under chapter 607 of the Florida Business Corporation Act.

ARTICLE IV

The total number of shares of capital stock, which the corporation has authority to issue, is 1,000,000 shares of stock at NO par value.

ARTICLE V

The name and mailing address of the Incorporator is as follows:

Douglas R. Andreae, 7617 Southern Brook Bend, #205, Tampa FL 33635

ARTICLE VI

All of the issued stock of all classes shall be subject to the following restriction on transfer permitted under the Florida Business Corporation Act:

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

ARTICLE VII

The Directors shall have the power to make and alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them shall be open to the inspection of the stockholder, and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the By-Laws, or by resolution of the stockholders.

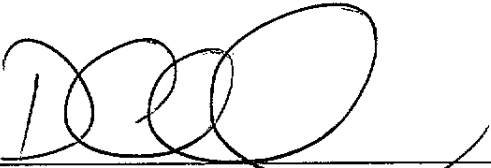
The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

ARTICLE VIII

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty or loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record these Articles and do certify that the facts herein are true; and I further accept the duties and responsibilities as the Registered Agent of the Corporation and have accordingly hereunto set my hand.

DATED: December 15, 2000



Douglas R. Andreae

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TALLAHASSEE, FLORIDA