

CORPORATE
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INC.

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1.)

Fidelity Holdings, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION
OF
FIDELITY HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Fidelity Holdings, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is ten million shares, which are divided into two classes as follows:

5,000,000 shares of common stock, par value \$.0001 per share; and
5,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued from time to time in one or more series and with such designations, rights, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion by the Corporation's Board of Directors pursuant to the authority in the paragraph.

In accordance with Section 607.10025 of the Florida Business Corporation Act, upon the effectiveness of a combination or division, as such term is defined in Section 607.10025, the authorized shares of the classes or series shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced or otherwise affected as a result of the combination.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation. The initial board of directors shall consist of one director with the same address as the corporation. The name of the initial director is Gil Peters.

ARTICLE X

The initial registered agent of the corporation is Kenneth J. Dunn, Esq. The street address of the corporation's initial registered office is Feder & Dunn, P.A., 11575 Heron Bay Boulevard, Suite 309, Coral Springs, FL 33076.

ARTICLE XI

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

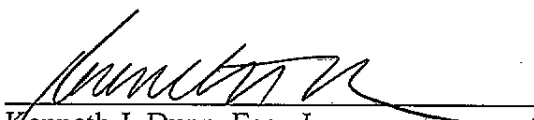
Fidelity Holdings, Inc.
4800 North Federal Highway
Suite 302-E
Boca Raton, FL 33431

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Kenneth J. Dunn, Esq.
Feder & Dunn, P.A.
11575 Heron Bay Blvd., 309
Coral Springs, FL 33076

The undersigned incorporator has executed these Articles of Incorporation this 4th day of May 2001.


Kenneth J. Dunn, Esq., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

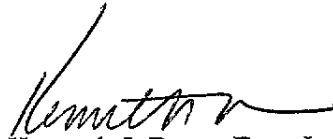
Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Fidelity Holdings, Inc.

The name and address of the registered agent and office is:

Kenneth J. Dunn, Esq.
Feder & Dunn, P.A.
11575 Heron Bay Blvd., 309
Coral Springs, FL 33076

FILED
01 MAY 10 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Kenneth J. Dunn, Esq., Incorporator
May 4, 2001

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 TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Kenneth J. Dunn, Esq.

Date: May 4, 2001