

MAY-23-2001

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FLORIDA PROFIT CORPORATION OR P.A.
THINKSTORE, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
THINKSTORE, INC.**

The undersigned, acting as Incorporator of ThinkStore, Inc., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is THINKSTORE, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2000 South Ocean Boulevard, #602, Delray Beach, Florida 33483.

ARTICLE III

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The Corporation shall have authority to issue Ten Million (10,000,000) shares of Common Stock having a par value of \$0.001 per share.

ARTICLE V

The street address of the Corporation's initial registered office 2000 South Ocean Boulevard, #602, Delray Beach, Florida 33483 and the name of its initial registered agent at such office is Frederico Bastos.

ARTICLE VI

The name and street address of the Incorporator is:

Name

Address

Leona Hertzendorf

1 East Broward Boulevard
Suite 1300
Fort Lauderdale, FL 33301

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ARTICLE VII

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of May, 2001.


Leona Hertzendorf
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for THINKSTORE, INC., to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 20 day of May, 2001.

By:

Frederico Bastos

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