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THOMAS J BARONE
251 ROYAL PALM WAY, STE 215
PALM BEACH, FL 33480

(561) 655-7979
Fax (561) 655-5887

01 MAY 17 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 15, 2001

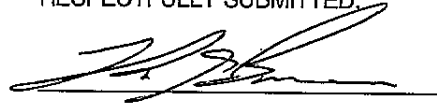
DEPARTMENT OF STATE
CORPORATE RECORDS/
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

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*****78.75 *****78.75

DEAR SECRETARY OF STATE:

ENCLOSED FIND ONE ORIGINAL AND A COPY OF THE ARTICLES OF INCORPORATION OF INTERNET PROMOTIONS CORPORATION. ALSO FIND ENCLOSED A CHECK MADE PAYABLE TO THE SECRETARY OF STATE IN THE AMOUNT OF \$78.75 WHICH INCLUDES THE STATUTORY FILING FEE AND CERTIFICATE OF STATUS FEE. YOUR ASSISTANCE IN ESTABLISHING THE CORPORATION TO BE KNOWN AS INTERNET PROMOTIONS CORPORATION IS APPRECIATED.

RESPECTFULLY SUBMITTED,



CB 5-24

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNET PROMOTIONS CORPORATION

ARTICLE ONE

THE NAME OF THE CORPORATION IS INTERNET PROMOTIONS CORPORATION

ARTICLE TWO

THE PERIOD OF DURATION IS PERPETUAL.

ARTICLE THREE

THE PURPOSE OF THE CORPORATION ORGANIZED, IS THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH A CORPORATION MAY BE INCORPORATED UNDER THE FLORIDA CORPORATIONS ACT.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 500 SHARES OF THE PAR VALUE OF \$100.00 EACH.

ARTICLE FIVE

THE CORPORATION WILL NOT COMMENCE BUSINESS UNTIL IT HAS RECEIVED FOR THE ISSUANCE OF SHARES CONSIDERATION OF THE VALUE OF \$1000.00 CONSISTING OF MONEY, LABOR DONE OR PROPERTY RECEIVED.

ARTICLE SIX

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT, PRINCIPAL MAILING ADDRESS AND OFFICE OF THE CORPORATION ARE:

THOMAS J BARONE
251 ROYAL PALM WAY, STE 215
PALM BEACH, FL 33480

ARTICLE SEVEN

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS ONE AND THE NAMES AND ADDRESSES OF THE PERSON OR PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE:

NAME

MAILING ADDRESS

THOMAS J BARONE

251 ROYAL PALM WAY, STE 215
PALM BEACH, FL 33480

INTERNET PROMOTIONS CORPORATION
ARTICLES OF INCORPORATION
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ARTICLE EIGHT

THE BOARD OF DIRECTORS IS EMPOWERED TO MAKE, ALTER OR REPEAL THE BYLAWS OF THE CORPORATION WITHOUT RESTRICTION OF THEIR POWERS CONFERRED BY STATUTE.

ARTICLE NINE

THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

NAME

MAILING ADDRESS

THOMAS J BARONE

251 ROYAL PALM WAY, STE 215
PALM BEACH, FL 33480

ARTICLE TEN

THE POWERS OF THE INCORPORATORS CEASE UPON FILING OF THE ARTICLES OF INCORPORATION.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
15TH DAY OF MAY, 2001



INCORPORATOR - THOMAS J BARONE

INTERNET PROMOTIONS CORPORATION
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT OF INTERNET PROMOTIONS CORPORATION
AT THE INITIAL REGISTERED ADDRESS OF 251 ROYAL PALM WAY, STE 215, PALM BEACH, FL 33480. I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATION OF SECTION 607.325 F.S.



THOMAS J BARONE

5-15-01

DATE