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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON AVENUE
TAMPA, FLORIDA 33606

MICHAEL R. CAREY
DOUGLAS P. MANSON
RANDALL P. MUELLER
ANDREW M. O'MALLEY
DAVID M. PEARCE
JANE ELLEN VINCI
DANIEL D. WHITAKER

TELEPHONE: (813) 250-0577
FACSIMILE: (813) 250-9898

August 8, 2001

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100004531111--4
-08/13/01-01122--006
*****78.75 *****78.75

Re: IFactz, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>8.75</u>
	Total	\$78.75

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/er
Enclosures

cc: IFactz, Inc.

225.742

01 AUG 13 AM 9:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*PS
8/17/01*

ARTICLES OF INCORPORATION
OF
IFACTZ, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: IFactz, Inc.

ARTICLE 2

Principal Address / Mailing Address

The principal address and the mailing address of this corporation are 9400 - 4th Street North, Suite 200, St. Petersburg, Florida 33702.

ARTICLE 3

Shares

This corporation is authorized to issue One Hundred Million (100,000,000) shares of One Cent (\$.01) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Daniel D. Whitaker.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles are:

Paul Soltoff
9400 - 4th Street North, Suite 200
St. Petersburg, Florida 33702

ARTICLE 6

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three

(3). The name and address of the initial directors of this corporation are:

Paul Soltoff
9400 - 4th Street North
Suite 200
St. Petersburg, FL 33702

Donald Gould
9400 - 4th Street North
Suite 200
St. Petersburg, FL 33702

Irv Brechner
9400 - 4th Street North
Suite 200
St. Petersburg, FL 33702

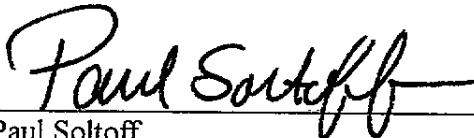
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10 day of August, 2001.



Paul Soltoff

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th day of August, 2001 by Paul Soltoff.

SEAL

Sara Skeins
Type, Print or Stamp Name of Notary

 Sara Skeins
My Commission DD022213
Expires May 01, 2005

Personally known _____
or Produced Identification _____
Type of Identification Produced _____

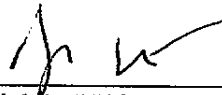
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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 obligations of my position as registered agent.



Daniel D. Whitaker
712 South Oregon Avenue
Tampa, Florida 33606

20-DDW-23