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REFERENCE : 437442 9534A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

FILED
2001 AUG 22 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : August 21, 2001

ORDER TIME : 11:18 AM

ORDER NO. : 437442-005

CUSTOMER NO: 9534A

700004549117--5

CUSTOMER: Robert Arlen, Esq
Robert M. Arlen, P.A.

Suite 330
110 E. Atlantic Avenue
Delray Beach, FL 33444

DOMESTIC FILING

NAME: CLICK1MEDIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 22 PM 12:09
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING.

JS 8/22/01

**ARTICLES OF INCORPORATION
OF
Click1Media, Inc.**

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Click1Media, Inc.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporate existence shall commence upon the filing of these articles. The duration of Click1Media, Inc. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which Click1Media, Inc. is organized are:

- A. To engage in the internet advertising business.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of Click1Media, Inc. be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which Click1Media, Inc. is authorized to issue is 1,000. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
CORPORATE OFFICES AND AGENT**

Principal Office:

The initial principal office of the Corporation is 1521 Alton Road, #321, Miami Beach, FL 33139.

Initial Registered Office and Agent:

The street address of the initial registered office of the Corporation is 110 E. Atlantic Avenue, Suite 330, Delray Beach, Florida 33444 and the name of its initial registered agent at such address is Robert M. Arlen.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of Click1Media, Inc. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of Click1Media, Inc. is two (2). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial officers of Click1Media, Inc. are as follows;

Director/President/Treasurer

Charles J. Marchitello, Jr.
5220 NE 26th Avenue
Lighthouse Point, FL 33064

Director/Vice President/Secretary

Thomas J. Abrahamsen, Jr.
1521 Alton Road, #321
Miami Beach, FL 33139

**ARTICLE VII
INCORPORATOR**

The Incorporator of Click1Media, Inc. is Robert M. Arlen whose address is 110 E. Atlantic Avenue, Suite 330, Delray Beach, Florida 33444.

**ARTICLE VIII
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected,

or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of Click1Media, Inc. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of Click1Media, Inc. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of Click1Media, Inc. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of Click1Media, Inc. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of Click1Media, Inc. or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLE XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of Click1Media, Inc. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of Click1Media, Inc.. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of Click1Media, Inc. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of Click1Media, Inc. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of Click1Media, Inc. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in Click1Media, Inc..
- E. The right and power of Click1Media, Inc. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock,

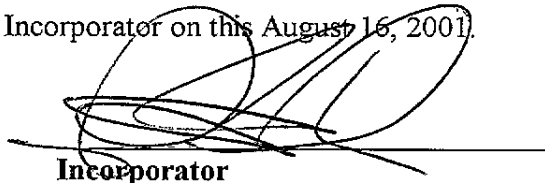
the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. The establishment of procedures by which changes in corporate form shall be effected.

G. Any matter which may be described in Florida Statutes Section 607.0732.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. Click1Media, Inc. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this August 16, 2001.


Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this August 16, 2001 by ROBERT M. ARLEN, who is personally known to me or who has produced _____ as identification and who did not take an oath.

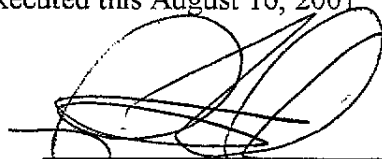


Carole L. Nelson
Notary Public
State of Florida at Large

Seal and comission
expiration stamp:



I, ROBERT M. ARLEN, having been appointed Registered Agent of Click1Media, Inc., do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this August 16, 2001



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA