

PO1000092573

STEPHEN R. GLADSTONE, P.A.  
7301-A WEST PALMETTO PARK ROAD  
SUITE 305-C  
BOCA RATON, FLORIDA 33433-3466

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax (561) 394-7887

Telephone (561) 394-0096

September 18, 2001

Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation  
1 on 1 Internet Marketing, Inc.

400004598274-7  
-09/19/01--01043--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

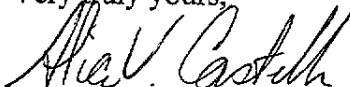
Enclosed please find the following:

1. Original and one (1) copy of Articles of Incorporation of 1 on 1 Internet Marketing, Inc.
2. Check in the amount of \$78.75
3. Stamped-addressed envelope.

If everything meets with your approval, please file the Articles and send confirmation to this office in the envelope provided for your convenience.

Thank you for your cooperation in this matter. Please feel free to contact this office with any questions or concerns.

Very truly yours,

  
ALICE V. CASTELLI  
Legal Assistant

BB 9-21-01

ARTICLES OF INCORPORATION

OF

1 ON 1 INTERNET MARKETING, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I  
NAME

The name of the corporation shall be 1 ON 1 INTERNET MARKETING, INC.

ARTICLE II  
DURATION

The corporate existence shall begin at the time of subscription and acknowledgement of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

The purpose for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

Prepared By:  
STEPHEN R. GLADSTONE, PA  
7301-A W. Palmetto Park Road  
Suite 305-C  
Boca Raton, Florida 33433

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7301-A W. Palmetto Park Road, Suite 305-C Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation is STEPHEN R. GLADSTONE.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
Frank DeVito	7348 N.W. 38th Place Coral Springs, Fl. 33065

ARTICLE VII  
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 7348 N.W. 38th Place, Coral Springs, Fl. 33065. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE IX  
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X  
INCORPORATOR

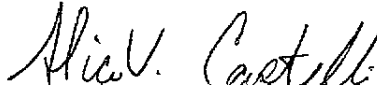
The name and address of the Incorporator and the person signing these Articles is Frank DeVito, 7348 N.W. 38th Place, Coral Springs, Fl. 33065.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunder set my hand this 18 day of September, 2001.


  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18 day of September, 2001 by Frank DeVito, party to the foregoing Articles of Incorporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Alice V. Castell  
Notary Public, State of Florida

My Commission Expires:

 Alice V Castell  
My Commission CC908853  
Expires February 08, 2004

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE

PURSUANT TO THE PROVISIONS OF SECTION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

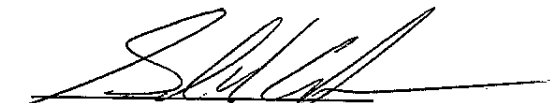
1. The name of the corporation is:

1 ON 1 INTERNET MARKETING, INC.

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

STEPHEN R. GLADSTONE  
7301-A W. Palmetto Park Road  
SUITE 305-C  
BOCA RATON, FL. 33433


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

  
Stephen R. Gladstone

9/11/01  
Date

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of September, 2001 by STEPHEN R. GLADSTONE, who is personally known to me.

  
Notary Public, State of Florida

My Commission Expires:



Alice V Castelli  
My Commission CC908853  
Expires February 08, 2004

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TALLAHASSEE, FLORIDA