

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075250000473
Phone : (305) 379-7907
Fax Number : (305) 402-3141

FLORIDA PROFIT CORPORATION OR P.A.

HotSpaces.NET, Inc.

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B. McKnight OCT 16 2001

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Articles Of Incorporation

OF

HotSpaces.NET, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is HotSpaces.NET, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 379-7907

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is TEN MILLION (10,000,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Fritz Eichelberger
4141 Bayshore Blvd, Suite 501
TAMPA, FL 33611

Joel Lopez
28808 Hanging Moss Loop
Wesley Chapel, FL 33543

SEVENTH: The name and address of the incorporator is:

Fritz Eichelberger
4141 Bayshore Blvd, Suite 501
TAMPA, FL 33611

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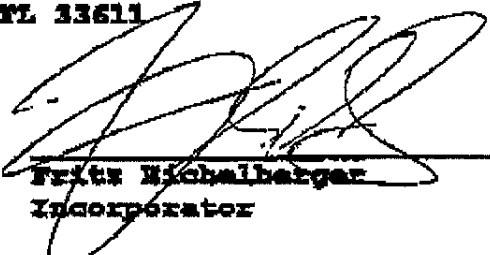
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Fritz Eichelberger
4141 Bayshore Blvd, Suite 501
TAMPA, FL 33611

NINTH: The mailing address and principal office of the corporation is:

HotSpaces.NET, Inc.
4141 Bayshore Blvd, Suite 501
TAMPA, FL 33611

DATED: October 15, 2001


Fritz Eichelberger
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


Fritz Eichelberger

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