

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED

02 MAR -7 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Investors Edge International, Inc.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

J. BRYAN MAR 7 2002

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
INVESTORS EDGE INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges, and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

INVESTORS EDGE INTERNATIONAL, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and object and purposes proposed to be transacted and carried on is a consultation business , and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be ONE HUNDRED (100) DOLLARS.

ARTICLE V
CORPORATE EXISTENCE

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jarred DeGray	7100-39 Fairway Drive #173 Palm Beach Gardens, Florida 33418	same

The registered office of the corporation and its principal place of business shall be 7100-39 Fairway Drive #173, Palm Beach Gardens, Florida 33418, with the privilege of having branch offices at other places within or without the State of Florida. The registered agent at the above address shall be Jarred DeGray.

ARTICLE VII
OFFICERS AND DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jarred DeGray	7100-39 Fairway Drive #173 Palm Beach Gardens, Florida 33418	President

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a precedent to holding an office in this corporation.

ARTICLE VIII
SUBS CIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Jarred DeGray	7100-39 Fairway Drive #173 Palm Beach Gardens, Florida 33418	500

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated true, and they do agree to take the number of shares hereinabove set forth, and hereunto et eir hand and seal this 4th day of March 2002.

In the presence of:

Attila Kovendi
ATTILA KOVENDI

Jarred DeGray
Jarred DeGray

Michelle D. Williams
Michelle D. Williams

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, Jarred DeGray, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me at (s)he executed the same for the purposes therein expressed.

BY: Cynthia J. Roach

Name: Cynthia ROACH
Notary Public State of Florida
My Commission Expires:



Cynthia J. Roach
Commission # CC 951818
Expires Aug. 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

To: The Department of State
Tallahassee, Florida 32304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

INVESTORS EDGE INTERNATIONAL, INC., with its place of business at 7100-39 Fairway Drive #173, Palm Beach Gardens, Florida 33418 has named Jarred DeGray located at 7100-39 Fairway Drive #173, Palm Beach Gardens, Florida 33418, as its agent to accept service of process within Florida.

Dated: 4/4, 2002.


JARRED DEGRAY
President

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: 4/4, 2002.


JARRED DEGRAY
Registered Agent