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Fax Number : (850) 205-0381

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

FLORIDA PROFIT CORPORATION OR P.A.

Incent'em, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 10, 2003

SHUMAKER, LOOP & KENDRICK LLP

SUBJECT: INCENT'EM, INC.
REF: W03000019444

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Valerie Ingram
Document Specialist
New Filings Section

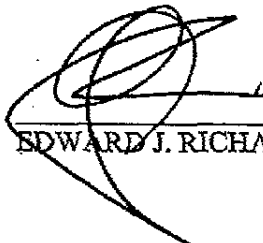
FAX Aud. #: H03000228626
Letter Number: 703A00040795

AFFIDAVIT OF INCORPORATOR

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The undersigned does hereby swear under oath that the following is true and correct:

1. On October 19, 2001, I acted as incorporator and registered agent of a corporation called Incentem, Inc. (the "Corporation").
2. No directors or officers were ever elected and no shares were ever issued.
3. On October 4, 2002, the Florida Secretary of State dissolved the Corporation for failure to file an Uniform Business Report.
4. As incorporator of the Corporation, I hereby state that I have no intention of reinstating the name and release the name for use.


EDWARD J. RICHARDSON

The foregoing instrument was acknowledged before me this 10th day of July, 2003, by Edward J. Richardson.

Personally Known X OR Produced Identification _____



Lorie A. Brownson
MY COMMISSION # CC981366 EXPIRES
January 9, 2005
BONDED THROUGH FAIN INSURANCE, INC.


Notary Public
State of Florida at Large
My Commission Expires: 1/9/05

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**ARTICLES OF INCORPORATION
OF
INCENT'EM, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

1. **Name.** The name of the corporation is **INCENT'EM, INC.**
2. **Principal Business Address.** The principal office of the Corporation is located at 12157 West Linebaugh Avenue, #232, Tampa, Florida 33625.
3. **Purpose.** The nature of the business and the purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.
4. **Authorized Shares.** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Seventy Million (70,000,000) consisting of (i) Fifty Million (50,000,000) shares of common stock, \$.0001 par value per share (the "Common Stock"), and (ii) Twenty Million (20,000,000) shares of preferred stock, \$.0001 par value per share (the "Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:
 - A. **Common Stock.** Each holder of record shares of Common Stock shall be entitled to vote at all meetings of the stockholders and shall have one vote for each share held by him of record. Subject to the prior rights of the holders of all classes or series of stock at the time outstanding having prior rights as to dividends, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.
 - B. **Preferred Stock.** The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. Subject to the terms contained in any designation of a series of Preferred Stock and to limitations prescribed by law, the Board of Directors is expressly authorized, at any time and from time to time, to fix by resolution the designation and relative powers, preferences and rights and the qualifications and limitations thereof relating to the shares of each such class or series. The authority of the Board of Directors with respect to the provisions for shares of any class of Preferred Stock or any series of any class of Preferred Stock shall include, but not be limited to, the following:
 - (1) the designation of such class or series, the number of shares to constitute such class or series which may be increased or decreased (but not below the number of shares of that class or series then outstanding) by resolution of the Board of Directors, and the stated value thereof if different from the par value thereof;

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(2) whether the shares of such class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(3) the dividends, if any, payable on such class or series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of the same class;

(4) whether the shares of such class or series shall be subject to redemption by the Corporation, and, if so, the times, prices and other conditions of such redemption;

(5) the amount or amounts payable upon, and the rights of the holders of such class or series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(6) whether the shares of such class or series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such class or series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(7) whether the shares of such class or series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of the same class or any other securities or cash or other property and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(8) the limitations and restrictions, if any, to be effective while any shares of such class or series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of the same class;

(9) the conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock, including additional shares of such class or series or of any other series of the same class or of any other class;

(10) the ranking (be it pari passu, junior or senior) of each class or series vis-a-vis any other class or series of any class of Preferred Stock as to the payment of dividends, the distribution of assets and all other matters; and

(11) any other powers, preferences and relative, participating, optional and other special rights, and any qualifications, limitations and restrictions thereof, insofar as they are not inconsistent with the provisions of these Articles, to the full extent permitted in accordance with the laws of the State of Florida.

The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

5. **Name and Mailing Address of Incorporator.** The name and mailing address of the incorporator are Edward J. Richardson, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

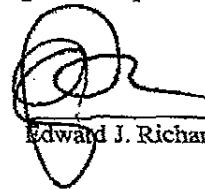
6. **Name and Mailing Address of Registered Agent.** The name and mailing address of the registered agent are Edward J. Richardson, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

7. **Liability for Monetary Damages.** No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

8. **Indemnification.** The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

9. **Changes.** Notwithstanding any other provisions contained in these Articles or in the By-Laws of the Corporation, the affirmative vote of the holders of at least eighty percent (80%) of the votes entitled to be cast by the holders of all then outstanding shares of the voting stock, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, Sections 7, 8 and 9 of these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 9th day of July, 2003.



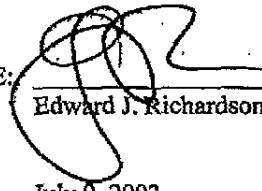
Edward J. Richardson, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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 INCENT'EM, INC.
2. The name and address of the registered agent and office are:

Edward J. Richardson
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE: 

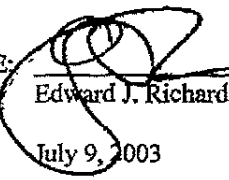
TITLE:

Edward J. Richardson, Incorporator

DATE:

July 9, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Edward J. Richardson, Registered Agent

DATE:

July 9, 2003

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