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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL 24 AM 11:22

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REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK _____

WALK-IN Will Pick Up 734 11.02

RE: Re: AAK's Check

| | C.C. FEE. | DISBURSED |
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| <input checked="" type="checkbox"/> Capital Express™ | | |
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| <input type="checkbox"/> Ltd. Partnership File | | |
| <input type="checkbox"/> Foreign Corp. File | | |
| <input checked="" type="checkbox"/> (1) Cert. Copy(s) | | |
| <input type="checkbox"/> Art. of Amend., File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
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| <input type="checkbox"/> Vehicle Search | | |
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| <input type="checkbox"/> Document Retrieval | | |
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| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s, Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
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| <input type="checkbox"/> FAX () pgs. | | |
| SUBTOTALS | | |

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|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |
| | \$ |

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 26 AM 11:22

ARTICLES OF INCORPORATION
OF
PETASI CORP.

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation is:

PETASI CORP.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

ARTICLE FOUR - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of \$1.00 par value, common stock.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE SIX - ADDRESS

The initial address of the principal office of this corporation is: 10636 Managua Avenue, Cooper City, Florida 33026.

ARTICLE SEVEN - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be One (1). The number of Directors may either be increased or decreased as provided in the Bylaws. The name and address of the initial Director of this corporation is:

PEDRO SILVA
10636 Managua Avenue
Cooper City, Florida 33026

ARTICLE EIGHT - INCORPORATOR

The name and address of the person subscribing to these Articles of Incorporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| MARK E. FRIED | Brickell Bay Office Tower 1001 S. Bayshore Drive #2706 Miami, Florida 33131 |

ARTICLE NINE - REGISTERED AGENT

The name and address of the Registered Agent for service of process of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| MARK E. FRIED | Brickell Bay Office Tower 1001 S. Bayshore Drive, # 2706 Miami, Florida 33131 |

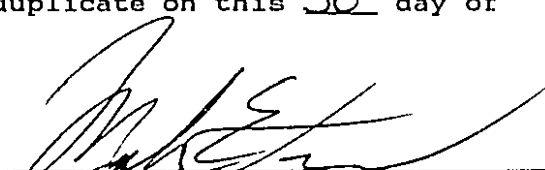
ARTICLE TEN

These Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida. This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE ELEVEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on this 30th day of June, 1995.



As Incorporator



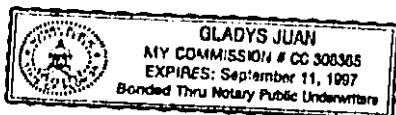
As Registered Agent

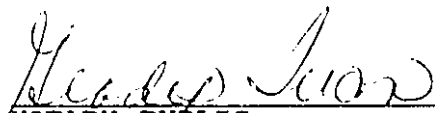
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, MARK E. FRIED, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of PETABI CORP., and he acknowledged before me that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 30th day of June, 1995.

My commission expires:





NOTARY PUBLIC
State of Florida at Large

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 24 AM 11:22

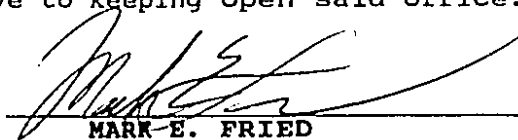
**CERTIFICATE OF REGISTERED AGENT
OF
PETABI CORP.**

In pursuant of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That **PETABI CORP.** is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, and has named MARK E. FRIED, Brickell Bay Office Tower, 1001 S. Bayshore Dr. # 2706, Miami, Florida 33131 as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MARK E. FRIED

MARK FELD

9950000 56898

Dear Sirs:

Sincerely,

B.

MEF:mep

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PETASI CORP.

TO: DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003, and 607.1006, Florida Statutes, the undersigned Shareholders adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is PETASI CORP.
2. The following Amendments to the Articles of Incorporation were adopted by the unanimous vote of the Shareholder of the corporation on March 20, 1997, in the manner prescribed by the Florida General Corporation Act:

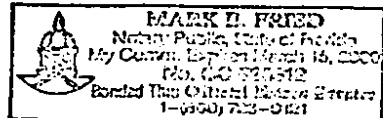
ARTICLE I.- NAME

The name shall be amended to be: Target One Technologies, Inc.

3. The number of Shares of the Corporation outstanding at the time of such adoption was one thousand (1000); and the numbers of Shares entitled to vote thereon was one thousand (1000).

4. The designation and number of outstanding Shares of each class entitled to vote thereon as a class were as follows:

| <u>CLASS</u> | <u>NUMBER OF SHARES</u> |
|--------------|-------------------------|
| Common | 1000 |



MARK E. FRIED
PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW
1110 BRICKELL AVENUE
SUITE 700
MIAMI, FLORIDA 33131

MARK E. FRIED

P95000056898

TELEPHONE (305) 371-7070
FAX (305) 371-8727

April 7, 1997

NOTICE OF FILING OF ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF PETASI CORP.
FILED IN THE OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation of PETASI CORP.

Dear Sirs:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Petasi Corp. and a check for \$87.50 representing the filing fee for the amendment and \$57.50 for a certified copy of the filed Articles of Amendment.

Sincerely,

MARK E. FRIED, P.A.

By 
MARK E. FRIED

MEF:mep

Encls.

c/c cpetasi sec 01

Handwritten notes:
1997
\$100.00
Certified Copy

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PETASI CORP.

TO: DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003, and 607.1006, Florida Statutes, the undersigned Shareholders adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is PETASI CORP.
2. The following Amendments to the Articles of Incorporation were adopted by the unanimous vote of the Shareholder of the corporation on March 20, 1997, in the manner prescribed by the Florida General Corporation Act:

ARTICLE I.- NAME

The name shall be amended to be: Target One Technologies, Inc.

3. The number of Shares of the Corporation outstanding at the time of such adoption was one thousand (1000); and the numbers of Shares entitled to vote thereon was one thousand (1000).

4. The designation and number of outstanding Shares of each class entitled to vote thereon as a class were as follows:

| <u>CLASS</u> | <u>NUMBER OF SHARES</u> |
|--------------|-------------------------|
| Common | 1000 |

5. The number of Shares voted for such Amendment was one thousand (1000); and the number of Shares voted against the Amendment was zero (0).

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to the Articles of Incorporation this 7th day of April, 1997.

PETASI CORP.

By 
Pedro Silva, President

By 
Pedro Silva, Secretary

STATE OF FLORIDA
COUNTY OF DADE) SS:

Before me, the undersigned authority, personally appeared Pedro Silva, President and Secretary, of PETASI CORP., a Florida corporation, who is personally known or produced as identification _____, who subscribed to the foregoing Articles of Amendment to the Articles of Incorporation of PETASI CORP., and he acknowledged before me that he did freely and voluntarily execute the said Articles of Amendment for the purposes therein expressed.

IN WITNESS WHEREOF, I hereby set my hand and fix my seal this 7th day of April, 1997.


NOTARY PUBLIC

My commission expires:

c:\c\petasi\art.amd

