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LUBIN & GLAZER

6917 COLLINS AVENUE
MIAMI BEACH, FLORIDA 33141

BETH D. LUBIN
ERIC L. GLAZER
DONALD J. GLAZER
OF COUNSEL

FILED
AUG 31 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(305) 866-7272
FACSIMILE
(305) 865-9675

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Date: April 27, 1995

RE: IWorld Interactive Marketing, Inc.

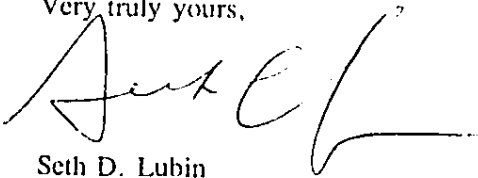
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced name. Also enclosed is a check in the sum of \$122.50 to cover your filing fee and cost of certified copy.

Kindly forward the certified copy to this office at your earliest convenience.

Thank you for your kind attention.

Very truly yours,


Seth D. Lubin

4/31/95


ARTICLES OF INCORPORATION
OF
1WORLD INTERACTIVE MARKETING, INC.

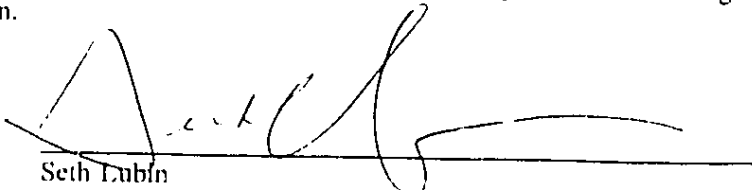
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FILED
TALLAHASSEE
SECRETARY OF STATE

- ARTICLE I. The name of this corporation is 1World Interactive Marketing, Inc., operating at 160 N.W. 176th Street, Suite 407, Miami, FL 33169.
- ARTICLE II. This corporation shall have perpetual existence, unless sooner dissolved according to law.
- ARTICLE III. This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.
- ARTICLE IV. This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$1.00 per share.
- ARTICLE V. The street address of the initial registered office of this corporation is: 6917 Collins Avenue, Miami Beach, FL 33141 and the name of the initial registered agent of this corporation at that address is Seth D. Lubin, Esquire.
- ARTICLE VI. This Corporation shall have 1 Director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws, but shall never be less than one. The names and addresses of the initial director of this Corporation is: Gary F. Bart, 160 N.W. 176th Street, Suite 407, Miami, FL 33169.
- ARTICLE VII. The name and street address of the person signing these Articles of Incorporation is: Seth D. Lubin, 6917 Collins Avenue, Miami Beach, FL 33141 .
- ARTICLE VIII. The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.
- ARTICLE IX. This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE X. This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- ARTICLE XI. These Articles of Incorporation may be amended in the manner provided

by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote on said issue, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on August 7, 1995.

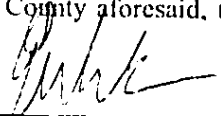
I AM HEREBY familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


Seth Lubin
Subscriber and Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Seth D. Lubin, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation on August 7, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this August 7, 1995.



Notary Public at Large
State of Florida

My commission expires:



ERIC L. GLAZER
My Commission CC419225
Expires Nov. 07 1998
Bonded by HAI
800-422-1555