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12-20-95

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7/11/96

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

Re: Zipmail, Inc.

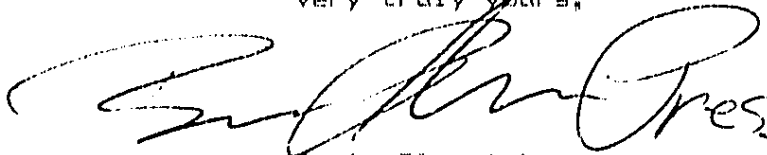
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***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of 122.50.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Filing Fee for Registered Agent Certificate for the above named corporation.

Very truly yours,



Brian Plavnick

Please mail certified copy to:

Zipmail, Inc.
P.O. Box 260502
Tampa, FL 33685

1-9-96
TH

ARTICLES OF INCORPORATION

OF

Zipmall, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be: Zipmall, Inc.

The principle place of business of this corporation shall be:

Physical Address: 6820 Benjamin Rd # 5, Tampa, Fl 33634

Mailing Address: P.O.Box 23043, Tampa, Fl 33623

ARTICLE II-NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III-CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 20,000 all of which shall be Common shares with a non-par value .

ARTICLE IV-TERM OF EXISTENCE

This corporation is to exist perpetually, unless dissolved according to Florida law, commencing its existence upon the approval of the State.

ARTICLE V-OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is:

Brain Plavnick
6820 Benjamin Rd # 5
Tampa, Fl 33634
President

Dean Blake
6820 Benjamin Rd # 5
Tampa, Fl 33634
Vice Pres. - Treasurer

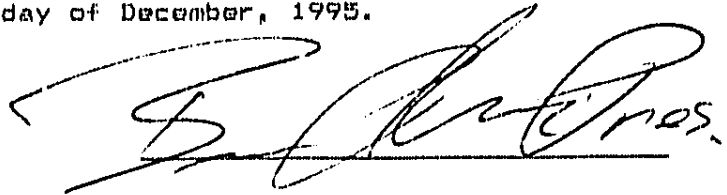
Kimberly Plavnick
6820 Benjamin Rd # 5
Tampa, Fl 33634
Secretary

ARTICLE VI-INCORPORATORS

The name and street address of the incorporator to this article of incorporation is:

Brain Playnick
6020 Benjamin Rd #5
Tampa, Fl 33634

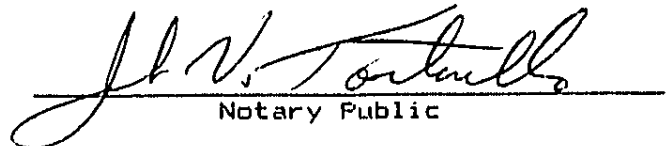
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of December, 1995.



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE foregoing instrument was acknowledged and sworn to before me this 28th day of December, 1995, by Brain Playnick of Zipmall, Inc.

Personally known to me.


Notary Public

My Commission Expires:



"OFFICIAL SEAL"
John V. Tortorella
My Commission Expires 12/27/96
Commission #CC 248175

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

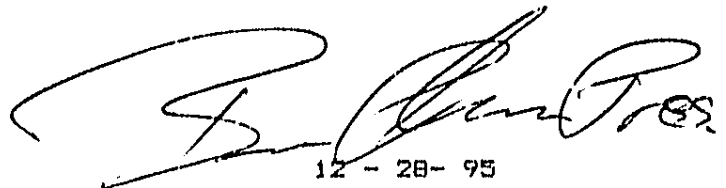
Pursuant to the provisions of Section 607.0501 or 6617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: Zipmail, Inc.
2. The name and address of the registered agent and office is:

Dean Blake

6820 Benjamin Rd #5

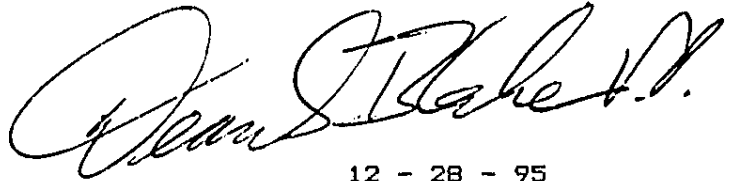
Tampa, Fl 33634



12 - 28 - 95

ACKNOWLEDGEMENT

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 obligations of my position as registered agent.



12 - 28 - 95