

CT CORPORATION SYSTEM

P9600001/390

1025 Vermont Avenue, NW  
Washington, DC 20005  
Tel 202 393 2013  
Fax 202 393 3232

SECRET  
TALLAHASSEE  
FEB - 2 PM 15  
1996

February 1, 1996

Florida Secretary of State  
Corporate Records Division  
409 East Gaines Street  
Tallahassee, Florida 32399

300001705313  
-02/02/96--01065--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: America Malls Interactive, Inc.  
Order number: 465409

Dear Sir or Madam:

Enclosed are the Florida incorporation papers for the above named company. Please file upon receipt and federal express the evidence back to me at the above address. Our federal express number is 0200-0804-0.

If you have any questions, please do not hesitate call at 1.800.336.3276.

Very Truly Yours,

*Susan A. Neal*

Susan A. Neal  
Associate Customer Specialist

Enclosures

2/6/96  
JD

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

American Malls Interactive, Inc.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: American Malls Interactive, Inc.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 313 Williams Street  
(Rear) Key West, Florida 33040

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 10,000 shares at \$.01 par value

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

not applicable

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>not applicable</u>	_____	_____	_____
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

not applicable  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(\*Optional)

(b) - STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
not applicable		

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

not applicable

**SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:**

not applicable

**SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:**

not applicable

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,  
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS two, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Herbert S. Miller	2620 P Street, NW	Washington DC	20007
Patrice R. Miller	2620 P Street, NW	Washington DC	20007

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Susan A. Neal 1025 Vermont Avenue Washington DC 20005  
Mandee J. Patterson 1025 Vermont Avenue Washington DC 20005  
Dinah M. Castellano 1025 Vermont Avenue Washington DC 20005

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS Second DAY OF February, 1996

Susan A. Neal  
SIGNATURE/TITLE

Susan A. Neal

Mandee J. Patterson  
SIGNATURE/TITLE

Mandee J. Patterson

Dinah M. Castellano  
SIGNATURE/TITLE

Dinah M. Castellano

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED February 2, 1996

BY Marilyn Lizio

Marilyn Lizio  
(TYPE NAME OF OFFICER)

Assistant Secretary  
(TITLE OF OFFICER)