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BLAKE M. CARLTON, P.A.

1509 NORTHEAST FOURTH AVENUE
FORT LAUDERDALE, FLORIDA 33304

954-522-5080

March 1 1996

Secretary of State
Division of Corporations
Box 6327
Tallahassee FL 32314

Re: Filing of New Articles of Incorporation -
HGH INTERACTIVE, INC.

Dear Secretary of State:

Enclosed for filing please find an original executed Articles of Incorporation for
HGH INTERACTIVE, INC.

Also enclosed is a SASE and a copy of the Articles for returning to this office.

Thank you for your assistance.

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Very truly

BLAKE M. CARLTON, ESQ.

BMC/km
enc
cc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/5/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HGH INTERACTIVE, INC.

The undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: HGH INTERACTIVE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: preparation, distribution, creation, management, marketing and rental of World Wide Web advertising space, and for all other lawful purposes allowed under the laws of Florida.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 per share par value. The consideration to be paid for each share shall be fixed by the Board of Directors, EMANUEL GELLER (CEO), CHERYL LEE HAWKINS (President and Secretary), and MICHAEL J. HARVEY (Vice-President and Treasurer), who shall each hold an equal interest in the corporation and its shares.

ARTICLE IV

The amount of capital with which this corporation will begin business is

not less than \$100.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

Pursuant to 607.034, Florida Statutes, the principal office of this corporation in the State of Florida shall be 2700 West Cypress Creek Road, Suite C-108, Fort Lauderdale, Broward County, Florida 33309, and the registered agent in the State of Florida shall be Blake M. Carlton, Esq., whose business address shall be 1509 Northeast Fourth Avenue, Ft. Lauderdale, FL 33304.

ARTICLE VII

This corporation shall have three (3) directors, initially, who shall hold a 33.3% interest therein. The number of directors may be increased or diminished from time to time only by by-laws lawfully adopted by the stockholders.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors, the Chief Executive Officer, President, Vice-President, and Secretary, and Treasurer, are:

NAME	ADDRESS	OFFICE
EMANUEL GELLER	10531 N.W. 4 Street Plantation, FL 33324	Chief Executive Officer

CHERYL LEE HAWKINS 2413 N.E. 13 Street President; Secretary
Ft. Lauderdale, FL 33304

MICHAEL J. HARVEY 4101 S.W. 53 Avenue Vice-Pres.; Treasurer
Davie, FL 33314

ARTICLE IX

The name and post address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

NAME	ADDRESS	NO. SHARES	CONSIDERATION PAID
EMANUEL GELLER	10531 N.W. 4 St. Plantation, FL 33324	33.3	\$50.00
CHERYL LEE HAWKINS	2413 N.E. 13 St. Ft. Laud., FL 33304	33.3	\$50.00
MICHAEL J. HARVEY	4101 S.W. 53 Ave. Davie, FL 33314	33.3	\$50.00

In accordance with Florida Statutes section 613.26, it is expressly provided herein that the shareholders of this corporation shall have pre-empted rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price in the case of par value shares may be in excess of par.

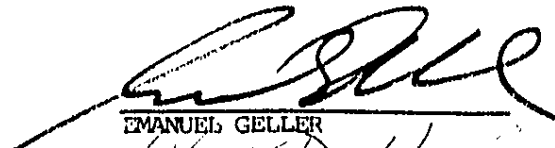
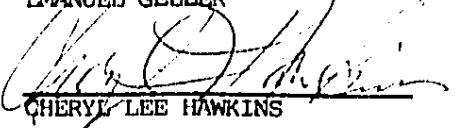
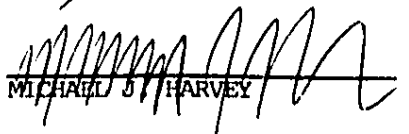
ARTICLE X

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 the majority of the stockholders entitled to vote thereon.

ARTICLE XI

It is the intention of this Charter that the Directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive of the Internal Revenue Code.


EMANUEL GELLER

CHERYL LEE HAWKINS

MICHAEL J. HARVEY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.


Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act;

FIRST: That HGH INTERACTIVE, INC., desiring to organize under the laws
of the State of Florida, with its principal office as indicated in the
Articles of Incorporation at the City of Fort Lauderdale, County of Broward,
Florida, has named BLAKE M. CARLTON, ESQ., as its agent to accept service of

process within this state.

ACKNOWLEDGMENT

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


BLAKE M. CARLTON, ESQ.
1509 Northeast Fourth Ave
Fort Lauderdale FL 33304

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NOTARY PUBLIC STATE
FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of County aforesaid to take acknowledgments, personally appeared BLAKE M. CARLTON to me known to be the person described as registered agent hereinabove, who acknowledged that he has read and agrees to the foregoing and presented his personally known as identification.

WITNESS my hand and seal this 26 day of Feb., A.D., 1996.


NOTARY PUBLIC, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL
SUSAN STEVEN GASPER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC527151
MY COMMISSION EXP. JAN. 24, 2000