

MITCHELL A. FELDMAN
ATTORNEY AT LAW

LAW OFFICES OF
MITCHELL A. FELDMAN
A PROFESSIONAL ASSOCIATION

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MIAMI, FLORIDA 33179
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MIAMI, FLORIDA 33130
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TAMPA
P.O. BOX 872
TAMPA, FLORIDA 33601-0872

Reply to Main Office

June 4, 1996

Department of State
Division of Corporations
POB 6327
Tallahassee, Florida 32314

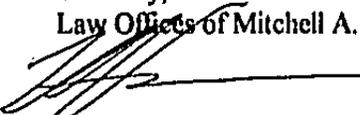
RE: Personal Purser, Inc., a proposed corporation

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and Registered Agent with our check of \$70.00 for the filing of the above captioned proposed corporation.

Thank you for your cooperation.

Sincerely,
Law Offices of Mitchell A. Feldman, P.A.


Mitchell A. Feldman, Esq.

MAF/jt

enc.

685, 2257, 671
2096-12151

REGISTER JUN 7 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1996

MITCHELL A FELDMAN, ESQUIRE
1031 IVES DAIRY ROAD
SUITE 228
MIAMI, FL 33179

SUBJECT: PERSONAL PURSER, INC.
Ref. Number: W96000012151

We have received your document for PERSONAL PURSER, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 796A00028543

**ARTICLES OF INCORPORATION
OF
PERSONAL PURSER, INC.**

FILED
96 JUL 14 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of the corporation is: PERSONAL PURSER, INC.

ARTICLE 2. DURATION

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE 3. PUPOSE

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4. CAPITAL STOCK

The corporation is authorized to issue Ten Million (10,000,000) of \$.01 par value shares which shall be designated as common shares.

ARTICLE 5. INITIAL STOCKHOLDERS

The corporation is directed to issue shares of common stock to the initial stockholders as follows:

Name: Mitchell Alan Feldman
Number of Shares: 2,000,000 shares of common stock

Name: David Gray
Number of Shares: 2,000,000 shares of common stock

Name: Bill Panoff
Number of Shares: 2,000,000 shares of common stock

ARTICLE 6. REGISTERED AGENT AND OFFICE

The corporation's initial Registered Agent and Registered Office in the state of Florida is:

Initial Registered Agent: Mitchell Alan Feldman

Initial Registered Office: 1031 Ives Dairy Road, Suite 228, Miami, FL 33179

ARTICLE 7. MAILING ADDRESS

The corporation's principle office and mailing address is:

Principle Office: 1031 Ives Dairy Road, Suite 228, Miami, FL 33179

Mailing Address: 1031 Ives Dairy Road, Suite 228, Miami, FL 33179

ARTICLE 8. DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is Three.

The number of Directors may be either increased or decreased from time to time by amendments to the Bylaws, but shall never be less than the number of the initial Board of Directors. The name of the initial Directors are:

Name: Mitchell Alan Feldman ^{MSF}
Address: 2110 NE 206 Street, NMB, FL 33179

Name: David Gray ✓
Address: 3300 NE 191 Street, Aventura, FL 33180

Name: Bill Panoff ✓
Address: 7100 W Commercial Blvd., Ste 106, Ft. Lauderdale, FL 33319

ARTICLE 9. OFFICERS

The initial officers of the corporation are:

Name: Mitchell Alan Feldman
Office: President/Secretary/Treasurer
Address: 2110 NE 206 Street, NMB, FL 33179

Name: David Gray
Office: Vice President
Address: 3300 NE 191 Street, Aventura, FL 33180

Name: Bill Panoff
Office: Vice President
Address: 7100 W Commercial Blvd., Ste 106, Ft. Lauderdale, FL 33319

ARTICLE 10. INCORPORATORS

The name and address of the incorporators executing these Articles of Incorporation are:

Name: Mitchell Alan Feldman
Address: 2110 NE 206 Street, NMB, FL 33179

Name: David Gray
Address: 3300 NE 191 Street, Aventura, FL 33180

Name: Bill Panoff
Address: 7100 W Commercial Blvd., Ste 106, Ft. Lauderdale, FL 33319

ARTICLE 11. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ninety (90) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by affirmative vote of one-third of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE 12. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE 13. CORPORATE POWERS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE 14. CUMULATIVE VOTING

At each election of Directors, every Stockholder entitled to vote shall have the rights to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 15. CONFERENCE TELEPHONE

The members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

The undersigned incorporators have executed these Articles of Incorporation this 28 day of May, 1996.

[Signature]
Mitchell A. Feldman, Incorporator

[Signature]
David Gray, Incorporator

[Signature]
Bill Panoff, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 28 day of May, 1996, before me the undersigned Notary Public of the State of Florida personally appeared MITCHELL ALAN FELDMAN, who is personally known to me or has shown proper I.D. _____, whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed it as a free act and deed for the purposes therein expressed and did take an oath.

My commission expires:

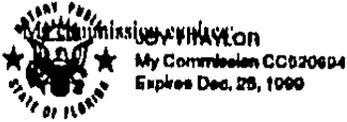
[Signature]
Notary Public, State of Florida
Name of Notary Joy T. Taylor
Commission No. CC 520694



JOY T TAYLOR
My Commission CC520694
Expires Dec. 25, 1999

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 28 day of May, 1996, before me the undersigned Notary Public of the State of Florida personally appeared DAVID GRAY, who is personally known to me or has shown proper I.D. _____, whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed it as a free act and deed for the purposes therein expressed and did take an oath.



Joy T. Taylor
Notary Public, State of Florida
Name of Notary Joy T. Taylor
Commission No. CC520694

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 28 day of May, 1996, before me the undersigned Notary Public of the State of Florida personally appeared BILL PANOFF, who is personally known to me or has shown proper I.D. _____, whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed it as a free act and deed for the purposes therein expressed and did take an oath.

My commission expires: _____



"OFFICIAL SEAL"
Maritza M. Diaz

Maritza M. Diaz
Notary Public, State of Florida
Name of Notary Maritza M. Diaz
Commission No. CC 24 2813

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 JUN 14 AM 8:20

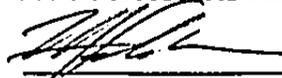
SECRETARY OF STATE
STATE OF FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: **PERSONAL PURSER, INC.**
2. The name and address of the registered agent and office is:

Mitchell Alan Feldman
1031 Ives Dairy Road, Suite 228
Miami, Florida 33179

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 STATUES 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.


Date: May 28, 1996
Registered Agent

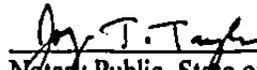
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 28 day of May, 1996, before me, the undersigned Notary Public of the State of Florida personally appeared MITCHELL ALAN FELDMAN, who is personally known to me, whose name is subscribed to the within instrument, and he acknowledged that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires:



JOY T TAYLOR
My Commission CC520694
Expires Dec. 25, 1999


Notary Public, State of Florida
Name of Notary Joy T. Taylor
Commission No. CC 520694