P96000055799

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

____ of ____ № 52813

RE: ShopAmerica Internet Services Inc

FILED 96 JUL -2 PM 12:13 SECRETARY OF STATE TALLAHASSEE, FLORIDA

NAME ____
FIRM ____
ADDRESS ____

PHONE ( ) ____

Service: Top Priority ____ One Day Service   Regular ____ Two Day Service

To us via ____   Return via ____

Matter No.: ____   Express Mail No. ____

State Fee $ ____   Our $ ____

	C.C. FEE	DISBURSED
____ Capital Express℠		
✓ Art. of Inc. File		
____ Corp. Record Search		
____ Ltd. Partnership File		
____ Foreign Corp. File		
____ ( ) Cert. Copy(s) 40.70		
____ Art. of Amend. File		
____ Dissolution/Withdrawal		
____ C U S-	500001891295 -07/02/96--01028--007	
____ Fictitious Name File	*****70.00	*****70.00
____ Name Reservation		
____ Annual Report/Reinstatement		
____ Reg. Agent Service		
____ Document Filing		
____ Corporate Kit		
____ Vehicle Search		
____ Driving Record		
____ Document Retrieval		
____ UCC 1 or 3 File		
____ UCC 11 Search		
____ UCC 11 Retrieval		
____ ____ File No.'s, ____ Copies		
____ Courier Service ____		
____ Shipping/Handling		
____ Phone ( )		
____ Top Priority		
____ Express Mail Prep.		
____ FAX ( ) pgs.		
SUBTOTALS ____		

RECEIVED 96 JUL -2 AM 8:54 DIVISION OF CORPORATIONS

FEE....
DISBURSED....
SURCHARGE....
TAX on corporate supplies....
SUBTOTAL....
PREPAID.... $
BALANCE DUE.... $
.... $

E CHESSER JUL 2 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/2		
TIME	8.30		CK No.
BY	JJ		

WALK-IN
Will Pick Up ____ ____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

SHOPAMERICA INTERNET SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

FILED
95 JUL -2 AM 10: 18
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be:

SHOPAMERICA INTERNET SERVICES, INC.

The address of the principal office of this corporation shall be:

1211 N. Weshore Blvd., Suite 712

Tampa, Florida

ARTICLE II

NATURE OF BUSINESS

This corporation may engage 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, $.01 par value per share.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name of the initial director of this corporation is:

ELSBETH S. CARTER

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Jeffrey G. Klein

2600 N. Military Trail

Suite 270

Boca Raton, Florida 33431

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JEFFREY G. KLEIN, ESQUIRE
SUITE 270
2600 NORTH MILITARY TRAIL
BOCA RATON, FLORIDA 33431

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 26 day of June, 1996

JEFFREY G. KLEIN, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

JEFFREY G. KLEIN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing CERTIFICATE, is familiar with and accepts the obligations of the position of Registered agent under Section 607.0505, Florida Statutes.

FILED
96 JUL -2 AM 10: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEFFREY G. KLEIN, REGISTERED AGENT