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Frederick Graves

FILED

& Attorney at Law 1996 OCT 28 PM 3:02

Sugarhill Place Office Plaza
3306 NE Sugarhill Avenue
Jensen Beach, Florida 34957

SECRETARY OF STATE 361 / 334-4447
TALLAHASSEE, FLORIDA Fax: 334-4529
wordworker@flmsn.com

18 October 1996

EFFECTIVE DATE

10-24-96

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

500001988045-41
-10/29/96--01043--016
*****70.00 *****70.00

Attn: New Filings

Re: Freebies Cybershop, Inc.

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

Enclosed is my client's check for \$70 to cover the filing fee. No certified copy is needed.


Please notify my office by regular mail of the date and file number of this filing.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

Respectfully,

c.c. Freebies Cybershop, Inc.
c/o Janice Armellini, Incorporator


10/29/96

Articles of Incorporation
of
Freebies Cybershop, Inc.

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The undersigned, acting as general incorporator under statutory provisions of the Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation

ARTICLE I: Name and Principal Place of Business

The name of this corporation is Freebies Cybershop, Inc. The initial principal place of business shall be 5749 SW Mapp Road, Palm City, Florida 34990. (Phone 561 / 283-0334).

ARTICLE II: Commencement and Duration

This Corporation shall commence in existence upon the date last hereinafter appearing. If filing is delayed so that more than five (5) days have elapsed between the date hereof and filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this Corporation commence in existence upon the date last hereinafter appearing, being the date of actual creation, except as prohibited by law. This Corporation shall exist perpetually or until terminated by the lawful acts of its shareholders and directors.

ARTICLE III: Purpose

The purpose for which this corporation is organized is to engage in any activity permitted to for-profit corporations generally in this State, particularly but not limited to the operation of a cyber access marketing firm.

ARTICLE IV: Authorized Shares

1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of one dollar (\$1.00) per share.

2. Subscription. Janice Armellini (identified more fully hereinafter) has subscribed and does subscribe for the acquisition of all 1,000 shares of the new corporation, i.e., the new corporation will initially be wholly-owned by Janice Armellini who has given full value therefor, as shall be fully documented in due course.

3. Stated Capital. The sum of the par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.

4. Dividends. The holders of issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or issuable shares of the corporation.

5. No Classes of Stock. The shares of this corporation shall not be divided into classes; there shall be but one class of stock in this corporation, i.e., voting common stock capital shares.

6. No Shares in Series. The corporation is not authorized to issue shares in series.

ARTICLE V: Registered Agent

The initial registered agent of the Corporation is: Mr. Bruce McGuinn, whose business address at which he will accept service of process for the corporation is 3306 NE Sugarhill Avenue, Jensen Beach, Florida 34957 (561 / 334-4000), and his acceptance of appointment is filed herewith and made a part hereof by reference

ARTICLE VI: Number of Directors

The number of duly elected directors of this corporation shall be not less than one

ARTICLE VII: Incorporation Director

The name and address of the person who shall serve as incorporation director is Janice Armellini of 5749 SW Mapp Road, Palm City, Florida 34990 (561 / 283-0334), who shall serve in the capacity of temporary director until the organizational meeting, at which meeting she shall appoint a president and secretary *pro temp* who shall by her authority and at her direction issue subscribed shares of the corporation's common stock for value received, whereupon the new shareholders will elect her permanent replacement to serve and hold her office as duly elected director thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected director shall ratify all prior acts and accept the immediate resignation of the incorporation director, who shall thereafter have no further powers or obligations

ARTICLE VIII: Incorporator

The name and address of the incorporator are: Janice Armellini of 5749 SW Mapp Road, Palm City, Florida 34990

ARTICLE IX: Amendment of Articles

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a stockholders meeting.

ARTICLE X: Pre-Emptive Rights

Shareholders shall have no pre-emptive rights to purchase additional shares.

ARTICLE XI: Cumulative Voting

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.

IN WITNESS WHEREOF Janice Armellini declares these Articles of Incorporation for Freebies Cybershop, Inc., hereunder giving setting her hand and giving her further affidavit of that declaration at Jensen Beach, Florida this 24 day of October 1996


Janice Armellini, Incorporator

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME, the undersigned authority, personally appeared Janice Armellini, who is personally known to me, first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as the incorporator for Freebies Cybershop, Inc.

IN WITNESS WHEREOF I have hereunto set my hand and my official seal the date last hereinabove appearing.


Notary Public, State of Florida at Large



Notary Public, State of Florida
SUSAN W. SCHUMM
My Comm. Exp. May 31, 1997
Comm. No. CC 276353

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

FILED

96 OCT 28 PM 3:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48 091 Florida Statutes, the following is submitted, in compliance with said Act

WITNESSETH that *Breeches Cybershop, Inc.*, desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Mr. Bruce McGuinn, whose business address at which he will accept service of process for the corporation is 3306 NE Sugarhill Avenue, Jensen Beach, Florida 34957 (561 / 334-4000).

ACKNOWLEDGEMENT

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last hereinafter appearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 19 day of OCTOBER 1996.

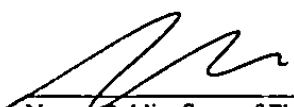


Bruce McGuinn, Resident Agent

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME personally appeared Bruce McGuinn who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Jensen Beach, Florida this 19 day of OCTOBER 1996.



Notary Public, State of Florida at Large

My commission number is: _____

My commission expires: _____



ERIC L. INGRAHAM
MY COMMISSION # CC430994 EXPIRES
February 21, 1999
BONDED THROUGH FARM INSURANCE, INC.