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FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004  
CONTACT: JOHNNY C RODRIGUEZ PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: INTERNATIONAL INTERNET BUSINESS EXCHANGE, IN  
AUDIT NUMBER.....H96000017646  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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12-18-96  
TD

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Articles of Incorporation  
of  
International Internet Business Exchange, Inc.

Article I. Name

The name of this Florida corporation is:  
International Internet Business Exchange, Inc.

Article II. Address

The mailing address of the Corporation is:  
International Internet Business Exchange, Inc.  
4521 PGA Blvd., Suite 264  
Palm Beach Gardens FL 33418

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Robert C. Hackney  
4521 PGA Blvd., Suite 264  
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:  
Ronald W. Hayes

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629  
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 17, 1996

The undersigned incorporator executed these Articles of Incorporation on December 17, 1996

Corporate Creations International Inc.

By:  \_\_\_\_\_

Brian R. Fons Vice President

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Corporate Creations International Inc.  
401 Ocean Drive #312 (Door Code #125)  
Miami Beach FL 33139-6629  
(305) 672-0688

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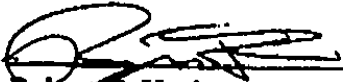
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
International Internet Business Exchange, Inc.

**REGISTERED AGENT:**  
Robert C. Hackney  
4521 PGA Blvd., Suite 264  
Palm Beach Gardens FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
Robert C. Hackney  
by B.R. Fons as attorney-in-fact

Date: December 17, 1996

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