

P 97 00000 3045

EDUARDO E. GADEA, P.A.
Certified Public Accountant

PHONE: (305)595-0634
FAX: (305)595-1314

10689 NO. KENDALL DRIVE
SUITE 321
MIAMI, FLORIDA 33176

December 19, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

800002047288--4
-01/07/97--01026--016
****122.50 ****122.50

Re: E-COMM, INC.

Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is a check in the amount of \$122.50 for the following fees:

Filing Fees	\$ 35.00
Certified Copies	52.50
Registered Agent Designation	35.00

Total	\$ 122.50

FILED
97 JAN -6 AM 11:55
TALLAHASSEE, FLORIDA

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Sincerely,

Eduardo E. Gadea

Enclosures

EEG/ng

JAN 13 1997

ARTICLES OF INCORPORATION
OF
E-COMM, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is E-COMM, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
500	\$1.00	Common

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

FILED
97 JAN - 6 AM 11:55
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

256 Three Islands Boulevard, Unit 310
Hallandale, Florida 33009

and the name and address of the initial registered agent of this corporation is:

Name	Address
Douglas A. Fajardo	256 Three Islands Boulevard Hallandale, FL 33009

ARTICLE VII - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Douglas A. Fajardo	256 Three Islands Boulevard Hallandale, FL 33009

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

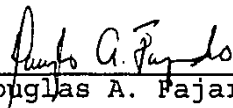
Name	Address
Douglas A. Fajardo	256 Three Islands Boulevard Hallandale, FL 33009

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

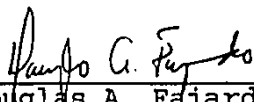
1. The name of the corporation is: E-Comm, Inc.
2. The name and address of the registered agent and office is:

Douglas A. Fajardo
256 Three Islands Boulevard, Unit 310
Hallandale, FL 33009



Douglas A. Fajardo
Title: _____ Shareholder _____
Date: _____ 12-20-96 _____

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 STATUTES 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.



Douglas A. Fajardo
Date: _____ 12-20-96 _____

