January 1, 1997

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

00000205679U---5 -01/14/97--01076--015 ****122,50 ****122,50

RE: NET MARKETING & ADVERTISING SOLUTIONS, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporations together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Michelle Przystas

Southeast Business Solutions, Inc.

5/11

Articles Of Incorporation

Of

SECRETARY OF STATIONS
ON 13 PM 3: 31

NET MARKETING & ADVERTISING SOLUTIONS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

NET MARKETING & ADVERTISING SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The intention of this corporation is to do business with individuals and other businesses regarding the Internet (World Wide Web). However, our scope of business is not limited to this media specifically.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue <u>one thousand</u> shares (1,000) of <u>One Dollar(s)</u> (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NET MARKETING & ADVERTISING SOLUTIONS, INC.
531 N.W. 132nd Terrace, Suite 101
Fort Lauderdale, Florida 33325

The name and street address of the Initial Registered Agent of this Corporation is:

Michelle Przystas of
Southeast Business Solutions, Inc.
531 N.W. 132nd Terrace
Fort Lauderdale, Florida 33325

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation is/are as follows:

Grace Brinkman President, Secretary 5824 North Plumbay Parkway Tamarac, Florida 33321

Michelle Przystas
Vice President, Treasurer
531 N.W. 132nd Terrace
Fort Lauderdale, Florida 33325

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Michelle Przystas 531 N.W. 132nd Terrace Fort Lauderdale, Florida 33325

Michelle Tryystop

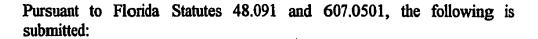
Date

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate of Registered Agent

of

NET MARKETING & ADVERTISING SOLUTIONS, INC.



The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

Southeast Business Solutions, Inc. 531 N.W. 132nd Terrace Plantation, Florida 33325

has named <u>Michelle Przystas</u>; located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Michelle Przystas

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