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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/27/97--01041--009
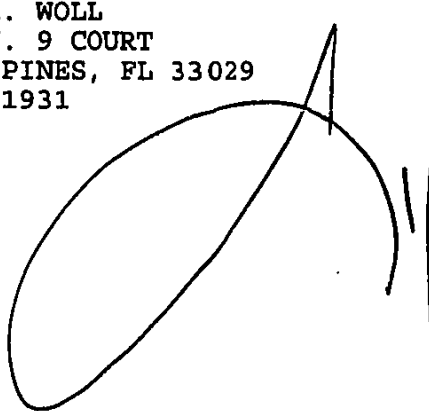*****78.75 *****78.75

SUBJECT: **DOLLAR GUARD, INC.**

97 JAN 27 PH 3: 04
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

Enclosed is an original and 1 copy of the Articles of Incorporation
and a check for:

$70.00	X $78.75	$122.50	$131.25
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Filing fee	Filing fee & Certificate	Filing fee & Certified copy	Filing fee, Certified copy & Certificate

FROM:DANIEL R. WOLL
    18439 N.W. 9 COURT
    PEMBROKE PINES, FL 33029
    (954)436-1931

ARTICLES OF INCORPORATION
OF
DOLLAR GUARD, INC.

The UNDERSIGNED Subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of Florida: and further do agree to the following conditions of said corporation.

ARTICLE I: NAME

The name of the corporation is:

DOLLAR GUARD, INC.

ARTICLE II: TERM OF EXISTENCE

The corporation shall have perpetual existence unless sooner terminated pursuant to the Statutes of the State of Florida, or by By-Laws of this corporation.

ARTICLE III: NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida and is organized for the following purposes:

A. To engage in providing publishing and marketing services on the internet.

B. To manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise or other personal property of every class and description whatsoever.

C. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

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D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

G. To do any and all things and everything necessary and proper for the accomplishments enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary and incidental to the attainment of the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE IV: CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue to holders is One Thousand (1,000) shares of common stock with a par value of One Dollar ($1.00) per share.

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ARTICLE V: PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her pro rata share thereof, as nearly as may be done without issuance of fractional shares, the price at which it is offered to others.

ARTICLE VI: PRINCIPAL CORPORATION OFFICE & REGISTERED AGENT

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

18439 NW 9 CT.
PEMBROKE PINES, FL 33029

and the name of the initial registered agent at that address is:

DANIEL WOLL

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

This corporation shall not have less than two (2) Directors initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws thereof, but at no time shall there be a number of less than one (1). The names and addresses of the initial Directors of this corporation are:

DANIEL R. WOLL
18439 NW 9 CT.
PEMBROKE PINES, FL 33029

JULIE R. WOLL
18439 NW 9 CT.
PEMBROKE PINES, FL 33029

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ARTICLE VIII: SUBSCRIBERS

The names and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefore is as follows:
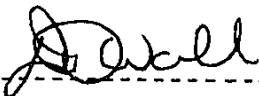
NAME & ADDRESS	# OF SHARES	$AMOUNT
DANIEL R. WOLL 18439 NW 9 CT. PEMBROKE PINES, FL 33029	500	$500
JULIE R. WOLL 18439 NW 9 CT. PEMBROKE PINES, FL 33029	500	$500

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of stockholders.

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The undersigned incorporator has executed these Articles of Incorporation this January 1, 1997. Further, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DANIEL R. WOLL

JULIE R. WOLL