CAPITAL CONNECTION, INC. Cirginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 DE:

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)22448870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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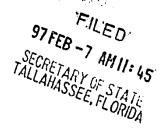
Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OF

MIAMI.ONLINE.COM., INC.



ARTICLE I- NAME

The name of this corporation is MIAMI.ONLINE.COM., INC.

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing n the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V-INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 601 Brickell Key Drive, Miami, Plorida 33131. The name and address of the initial registered agent for the corporation is Arturo Delgado, 601 Brickell Key Drive, Miami, Florida 33131.

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ARTICLE VI-BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) Directors. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Directors of this Corporation are:

Name	Address
Arturo Delgado	601 Brickell Key Drive Miami, Florida 33131
Lili Pais	601 Brickell Key Drive Miami, Florida 33131

ARTICLE VIII-OFFICERS

The officers of the corporation are:

<u>Name</u>	Office
Arturo Delgado	President
Lili Pais	Secretary

ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.



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ARTICLE X-PREEMPTIVE RIGHTS

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

ARTICLE XI-INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Arturo Delgado, 601 Brickell Key Drive, Miami, Florida 33131.

ARTICLE XII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27th day of Mcerbu, 1996.

ARTURO DELGADO (Incorporator)



STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared ARTURO DELGADO, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of MIAMI.ONLINE.COM., INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27m day of Decourse, 1996.

OFFICIAL NOTARY SEAL
CISELA FABELO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC297264
MY COMMISSION EXP. JUNE 24,1997

NOTARY PUBLIC, State of Florida

My Commission expires: June 34, 1997



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 27th DAY OF Lecember , 1996

ARTURO DELGADO

97FEB-7 AM11: 45
SECRETARY OF STATE
SECRETARY OF STATE

