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LAW OFFICES

SCOTT M. GRANT, P.A.

3341 TAMiami TRAIL NORTH

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E-MAIL: 102603.3131@compuserve.com

200002136002--7

-04/08/97--01030--002

***122.50 ***122.50

ADMITTED IN FL AND MA

April 4, 1997

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gains Street
Tallahassee, Florida 32299

200002136002--7

-04/08/97--01030--003

***157.50 ***8.75

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation of Interactive Marketing Resources, Inc. and Naples Area Vacation Rentals, Inc., in duplicate, together with checks totaling \$350.00 representing the cost of filing the articles, a certified copy of same, a certificate of status and the reservation of the following two (2) additional names for the period of 120 days: Naples Vacation Rentals, Inc. and Bonita Vacation Rentals, Inc.

Kindly credit my account with the Department of State, Division of Corporations, excess funds of \$17.50, account number #102603003131. Also for your file please note address change to reflect our letterhead.

If there are any questions please do not hesitate to contact the undersigned.

Very truly yours,

Scott M. Grant

SMG/mj
Enclosures
cc: Philip Wood

FILED
7 APR -8 PM 11:55
TALLAHASSEE, FLORIDA
131.25

4/9/97

17

ARTICLES OF INCORPORATION

OF

INTERACTIVE MARKETING RESOURCES, INC.

The undersigned, being a natural person of the age of twenty one (21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Florida Statutes Chapter 607, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is INTERACTIVE MARKETING RESOURCES, INC. and the street and mailing address of the Corporation is 3255 Tamiami Trail North Naples, Florida 34103.

ARTICLE II

The street address of the initial registered office of the Corporation shall be 3255 Tamiami Trail North, Naples, Florida 34103 and the name of the initial registered agent at that address shall be Phillip Wood.

ARTICLE III

The Corporation is authorized to issue One Thousand (1000) shares of common stock with no par value.

ARTICLE IV

The name and address of the incorporator are as follows:

Phillip R. Wood
3255 Tamiami Trail North
Naples, Florida 34103

ARTICLE V

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted,

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97 APR -8 PM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

promoted and carried on by the Corporation are to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (Florida Statutes Chapter 607) and such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VII

The duration of the Corporation is perpetual until dissolved by the Board of Directors.

ARTICLE VIII

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation.

ARTICLE IX

No holder of common shares of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

ARTICLE X

Restrictions of the transfer of stock shall be governed by a separate agreement executed by the shareholders.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 3rd day of April 1997.

Phillip R. Wood
Phillip R. Wood

STATE OF FLORIDA
COLLIER COUNTY

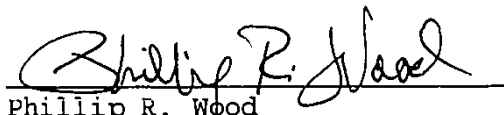
The foregoing instrument was acknowledged before me this 3rd day of April, 1997 by Phillip R. Wood, who is personally known to me or has produced personally known as identification and who did (did not) take an oath.

Jane E. Miller
Notary Public
JANE E. MILLER
Notary Public Name Print
My Commission Expires:



ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Phillip R. Wood

Dated: April 3, 1997

PREPARED BY:

Scott M. Grant, Esquire
Scott M. Grant, P.A.
3341 Tamiami Trail North
Naples, Florida 34103
(941) 649-4848
Florida Bar No: 339229

FILED
97 APR -8 PM 11:55
SECRET/RY OF STATE
TALLAHASSEE, FLORIDA

EDWARDS & CARSTARPHEN
A Partnership of Professional Associations
Attorneys & Consultants

P97000032145

DEBORAH MORDECAI EDWARDS
M. L. CARSTARPHEN*

2906 Douglas Road, Suite 201 • Coral Gables, Florida 33134
Tel: (305) 442-2249 • Fax: (305) 442-0266

OF COUNSEL
KIRK DE LEON

1730 K Street N.W., Suite 304 • Washington, D.C. 20008
Tel: (202) 508-3653 • Fax: (202) 331-3759

*NOT LICENSED IN FLORIDA. LICENSED IN THE DISTRICT OF COLUMBIA AND NEBRASKA

March 20, 1997

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-03/24/97--01081--016
***122.50 ***122.50

Florida Secretary of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32399

RE: Incorporation of: ~~KREATIVE CONCEPTS, INC.~~

Dear Sir/Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50 for the following:

\$35.00 Filing Fee

\$35.00 Certificate Designating Registered Agent

\$52.50 Certified Copy of the Articles

Thank you for your assistance in this matter. I have enclosed a self addressed envelope for the return of the above filed articles. Should you need to contact me, please call me at (305) 442-2249.

Sincerely,

Debbie Robinson

Debbie Robinson
Assistant to M.L. Carstarphen

dar
w/enclosures

705-502.
W97-7244

97/03-03/16
COPIES
4/9/97

EDWARDS & CARSTARPHEN

A Partnership of Professional Associations

Attorneys & Consultants

DEBORAH MORDECAI EDWARDS
M. L. CARSTARPHEN*

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KIRK DE LEON

1730 K Street N.W., Suite 304 • Washington, D.C. 20006
Tel: (202) 508-3653 • Fax: (202) 331-3759

*NOT LICENSED IN FLORIDA. LICENSED IN THE DISTRICT OF COLUMBIA AND MARYLAND

April 7, 1997

SENT VIA AIRBORNE EXPRESS

Florida Secretary of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32399

RE: Incorporation of: AFRICANOMICS, INC.
Ref. Number: W97000007244

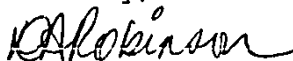
Dear Sir/Madam:

Enclosed, please find a corrected original and a copy of Articles of Incorporation. The name of the corporation has been changed to AFRICANOMICS.

Per instructions in your correspondence I am also including a copy of your letter to ensure proper handling of this document.

Should you require any further information regarding the above referenced please call me at (305) 442-2249.

Sincerely,



Debbie Robinson
Assistant to M. L. Carstarphen

dar
enclosures

97 APR -9 PM 1:00
STATE
RECORDS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -2 PM 1:00

March 28, 1997

EDWARDS & CARSTARPHEN, P.A.
ATTN: DEBBIE ROBINSON
2906 DOUGLAS ROAD #201
CORAL GABLES, FL 33134

SUBJECT: KREATIVE CONCEPTS, INC.
Ref. Number: W97000007244

We have received your document for KREATIVE CONCEPTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 997A00015818

ARTICLES OF INCORPORATION

of

AFRICANOMICS, INC.

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

97 APR -9 PM 1:00

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AFRICANOMICS, INC.

The address of the principal office of this corporation shall be 16610 S.W. 103 Place, Miami, Florida 33157, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may transact or engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 16610 S.W. 103 Place, Miami, Florida 33157 and the name of the initial registered agent of the corporation is Shane Carter, whose address is 16610 S.W. 103 Place, Miami, Florida 33157.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name street address of the initial members of the Board of Directors is:

Beverly N. Carter, President
16610 SW 103rd Place
Miami, Florida 33157

Shane Carter, Vice President
16610 SW 103rd Place
Miami, Florida 33157

ARTICLE VIII. OFFICERS

The names and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Beverly N. Carter
16610 SW 103rd Place
Miami, Florida 33157

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator of these

Articles of Incorporation is: Beverly N. Carter
16610 S.W. 103rd Place
Miami, Florida 33157

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28th day of February, 1997.

BEVERLY N. CARTER

N. Carter

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

Shane Carter, having a mailing address of 16610 S.W. 103 Place
Miami, Florida 33157, and having been designated as the Registered
Agent in the above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered Agent under
Section 607.0505, Florida
Statutes.

SHANE CARTER

A handwritten signature in cursive script, appearing to read "Shane Carter", is written over a horizontal line.

FILED
STATE
97 DEC -9 PM 1:00