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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NETVERTISE, INC.

AUDIT NUMBER.....H97000007082

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

APR 30 1997

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ARTICLES OF INCORPORATION
OF

NETVERTISE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is NETVERTISE, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

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

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
500	\$1.00	Common

ARTICLE IV - 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 it is offered to others.

PREPARED BY: CARL A. SCHMITT, ESQ.; Fla. Bar No. 171340; 1666 Kennedy Causeway, Suite 705, North Bay Village, FL 33141; Phone: (305) 868-4711

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 13899 Biscayne Boulevard, Suite 101, Miami, Florida 33181, and the name of the initial registered agent of this corporation is ELLIOT KRASNOW whose address is 13899 Biscayne Boulevard, Suite 101, Florida 33181.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director 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 name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ELLIOT KRASNOW	13899 BISCAYNE BOULEVARD SUITE 101 MIAMI, FLORIDA 33181

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ELLIOT KRASNOW	13899 BISCAYNE BOULEVARD SUITE 101 MIAMI, FLORIDA 33181

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of the Shareholders.

PREPARED BY: CARL A. SCHMITT, ESQ.; Fla. Bar No. 171340; 1666 Kennedy Causeway, Suite 703, North Bay Village, FL 33141; Phone: (305) 868-4711

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ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, or repeal, any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 30th day of April, 1997.


SUBSCRIBER, ELLIOT KRASNOW

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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JALANHSSE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following submitted, in compliance with said Act:

That NETVERTISE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of MIAMI, County of DADE, State of Florida, has named ELLIOT KRASNOW located 13899 BISCAYNE BOULEVARD, MIAMI, FLORIDA 33181, City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: 
ELLIOT KRASNOW

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