

P97000055574

6/24/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:38 PM

((H97000010365 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: INTERWORLD TECHNOLOGIES CORP.
AUDIT NUMBER.....H97000010365
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1
CERT. COPIES.....0
PAGES..... 3
DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 JUN 24 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/24/97

CERTIFICATE OF INCORPORATION
OF
INTERWORLD TECHNOLOGIES CORP

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

INTERWORLD TECHNOLOGIES CORP

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8009 NW 36 STREET STE 230
MIAMI, FL 33166

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo
85 Grand Canal Dr Ste 102
Miami, FL 33144
(305) 262-4990

FILED
97 JUN 24 PM 2:41
STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

GERMAN NARANJO
8100 GENEVA COURT APT 539C
MIAMI, FL 333166

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors 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 (1). The initial directors of this corporation are:

GERMAN NARANJO PRESIDENT \ TREASURER	8100 GENEVA CT APT 539C MIAMI, FL 33166
MARICELA SARDINAS VICE PRES \ SECRETARY	8100 GENEVA CT APT 539C MIAMI, FL 33166

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles is:

GERMAN NARANJO
8100 GENEVA COURT APT 539C
MIAMI, FL 33166

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 20th day of JUNE, 1997


 GERMAN NARANJO

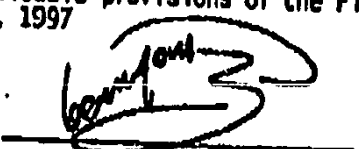
CERTIFICATE DESIGNATING THE ADDRESS AND
 AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

That INTERWORLD TECHNOLOGIES CORP desiring to organize under the laws of the state of Florida has appointed GERMAN NARANJO of 8100 GENEVA CT, APT 539C, MIAMI, FL 33166 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of INTERWORLD TECHNOLOGIES CORP 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 applicable provisions of the Florida Statutes, this 20th day JUNE, 1997


 GERMAN NARANJO
 Registered Agent

FILED
 97 JUN 24 PM 2:41
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA