

997000068215

TRANSMITTAL LETTER

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

SUBJECT: ATHENA INTERACTIVE MARKETING SERVICES Inc.
(Proposed corporate name - must include suffix)

100002259081--3
-08/06/97--01041--008
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MICHAEL BABB
Name (Printed or typed)

19430 NW 18TH CT
Address

MIAMI, FL 33056
City, State & Zip

305 624 6426 or 305 597 9993
Daytime Telephone number

FILED
97 AUG -6 AM 8:23
STATE
TALLAHASSEE, FLORIDA

AUG 6 1997 BSB

NOTE: Please provide the original and one copy of the articles.

FILED

97 AUG -6 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ATHENA INTERACTIVE MARKETING SERVICES INC

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

ARTICLE I : NAME

The name of the corporation shall be ATHENA INTERACTIVE MARKETING SERVICES INC.

ARTICLE II : PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 19430 NW 18th Ct, Miami, FL 33056.

ARTICLE III : CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares having par value of one penny (\$0.01) per share.

ARTICLE IV : INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Michael Babb, 19430 NW 18th Ct, Miami, FL 333056.

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles Of Incorporation is Michael Babb, 19430 NW 18th Ct, Miami, FL 33056.

ARTICLE VI : OFFICERS/DIRECTORS

The name and address of each officer and the director of the corporation is:

President/Director - Hector Jordan
2893 Burroughs Dr., Ste # 1, Orlando, FL 32818

Vice President/Director/Secretary - Michael Babb
19430 NW 18th Ct, Miami, FL 33056

The undersigned has executed these Articles Of Incorporation this 28th day of July, 1997.



Michael Babb
Incorporator

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STATE
TALLAHASSEE, FLORIDA


CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, The mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is ATHENA INTERACTIVE MARKETING SERVICES INC.
2. The name and address of the registered agent and the office is Michael Babb,
19430 NW 18th Ct, Miami, FL 33056.

HAVING BEEN NAMED THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.


Michael Babb
Dated: July 28th, 1997