



THE LAW OFFICES
OF
DAVID S. NUNES, P.A.



DAVID S. NUNES
MEMBER OF
FLORIDA BAR

P97000070262

August 6, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/14/97-01118--008
***122.50 ***122.50

RE: TELECLUB, INC.: ARTICLES OF INCORPORATION

Dear Dorris:

I am filing these Articles of Incorporation on behalf of Marsha Bailey, incorporator for Teleclub, Inc. On the event that this name has been activated since I spoke to you on August 5, 1997, a second choice for the corporate name is Info Com., Inc. Please send any and all correspondence to my office noted on the letterhead below. If you need to contact me by telephone, I can also be reached at the telephone number noted below.

I have enclosed the Articles of Incorporation, a copy thereof, and the \$122.50 filing fee.

Thank you for your prompt attention to this matter.

Very truly yours,
DAVID NUNES & ASSOCIATES, P.A.

Christina Marquez
CHRISTINA A. MARQUEZ, ESQ.
For the firm

FILED
97 AUG 13 PM 3:42
TALLAHASSEE, FLORIDA

QN 8/13/97

ARTICLES OF INCORPORATION

OF

TELECLUB, 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 1 NAME

The name of the corporation shall be TELECLUB, INC.

ARTICLE II PERPETUAL EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 835 Northwest 200 Terrace, Miami, Florida 33169.

ARTICLE IV PURPOSE

The general purpose for which the corporation is organized is to engage in the business of advertising for niteclubs or to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the corporation, be advantageously carried on in connection with and auxiliary to the foregoing business or to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V NUMBER OF SHARES

The aggregate number of shares which the corporation is authorized to issue is 500 (Five Hundred). Such shares shall be of single class and shall have a par value of \$1.00.(One Dollar) per share.

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TALLAHASSEE, FLORIDA

ARTICLE VI PREEMPTIVE RIGHTS DESIGNATION

Each stockholder of the corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase, subscribe for at par value thereof, a pro-rated portion of any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation originally filed, or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, personal property, real property, or leases thereof, of any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes or to which is attached or pertinent any warrant or warrants or other instruments or instrument conferring on the holder the right to subscribe for or purchase from the corporation any share of its stock of any class or classes.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is MARSHA BAILEY, 835 Northwest 200 Terrace, Miami, Florida 33169.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: MARSHA BAILEY, 835 Northwest 200 Terrace, Miami, Florida 33169.

ARTICLE IX MANAGEMENT BY STOCKHOLDERS

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE X INITIAL STOCKHOLDERS

The initial number of stockholders of the corporation is four.

The names of the initial stockholders are:

1. Marsha Bailey
2. Warren Marsh
3. Juliette Mcleod
4. Troy Mcleod

Each initial stockholder will have an equal twenty-five percent share in the corporation.

ARTICLE XI WHEN EFFECTIVE

These Articles of Incorporation shall be effective immediately upon the approval of the Secretary of State of Florida.

ARTICLE XII AMENDMENT

These articles of Incorporation may be amended in the manner provided by law.

THE UNDERSIGNED, being the original subscriber and incorporator of the foregoing corporation, does hereby certify that she has executed these Articles of Incorporation this 6 day of August, 1997.

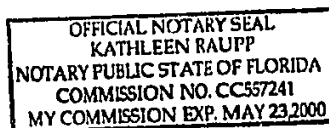
Marsha Bailey
MARSHA BAILEY

STATE OF FLORIDA)
SS;
COUNTY OF BROWARD)

BEFORE ME, personally appeared, Marsha Bailey
to me personally known to be the person described in, and who
executed the foregoing Articles of Incorporation, and she acknowledged before me
that she executed the same, for the uses and purpose intended herein.

WITNESS my hand and official seal in the State and County named
above, this 6 day of August, 1997.

Kathleen Raupp
NOTARY PUBLIC, State of Florida
at large



My commission Expires: 5/23/00

FILED
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TALLAHASSEE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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 TELECLUB.
2. The name and address of the registered agent and office is:

MARSHA BAILEY
835 Northwest 200 Terrace
Miami, Florida 33169

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STYLED 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.


MARSHA BAILEY

DATE: 8/6/97