



THE UNITED STATES
CORPORATION
COMPANY

P970000 799 20

ACCOUNT NO. : 072100000032

REFERENCE : 527105 4372512

AUTHORIZATION :

Patricia Poyt

COST LIMIT : \$ 70.00

ORDER DATE : September 11, 1997

ORDER TIME : 3:39 PM

ORDER NO. : 527105-005

CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq
RICHARD I. ANSLOW, ESQ.

Freehold Office Plaza
4255 Route 9 Suite D
Freehold, NJ 07728

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FILED
SEP 16 AM 9:13
REC
ILLINOIS SEC. FLORIDA
FILE

DOMESTIC FILING

NAME: INTERNATIONAL INFORMATION
INDUSTRIES INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

RECEIVED
97 SEP 16 AM 8:45
DIVISION OF CORPORATION

SN SEP 16 1997.

ARTICLES OF INCORPORATION
OF
INTERNATIONAL INFORMATION INDUSTRIES INCORPORATED

FILED
97 SEP 16 AM 9:13
SEC. OF STATE
TALLAHASSEE, FLORIDA

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:

INTERNATIONAL INFORMATION INDUSTRIES INCORPORATED

The address of the principal office of this corporation shall be 660 Madison Avenue, New York, New York 10021, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60,000,000 shares of common stock having \$.0001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

William H. Luckman
Dir.

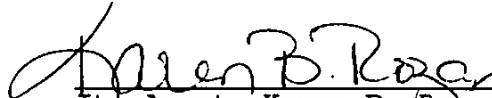
660 Madison Avenue
New York, New York 10021

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:


Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on September 15, 1997.


Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, 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.

By: 
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

BJK/STEPHANIE STSCHERBAN

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TALLAHASSEE, FLORIDA