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George Nicholas Konst, Esq.
Attorney at Law
2791 N.E. 1st Street
Boynton Beach, Florida 33435

Δ Florida Bar
† New York Bar

97 OCT -3 AM 11:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(561) 582-8453

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

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Re: Shop-By-Web.com, Inc.

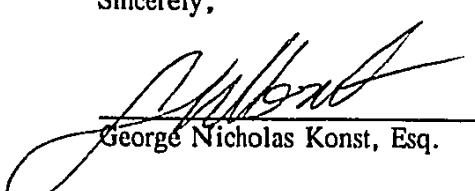
Dear Sir:

Enclosed please find two copies of the Articles of Incorporation of Shop-By-Web.com, Inc., and Brian Hetzman's check number 344, dated September 30, 1997 made payable to your order in the sum of \$122.50.

Please file this corporation and return a copy to this office at your earliest convenience.

If I can be of any further assistance, please don't hesitate to contact me.

Sincerely,


George Nicholas Konst, Esq.

GNK:bk
encl.3

RECEIVED OCT 6 1997

shopbyweb.inc.inc

**ARTICLES OF INCORPORATION
OF
Shop-By-Web.com, Inc.**

The undersigned subscriber, by these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the Laws of the State of Florida.

Article I - NAME

The name of the Corporation is:

Shop-By-Web.com, Inc.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business as permitted under the Laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock of this Corporation will be One Thousand (1,000) Shares NO PAR VALUE.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of this Corporation is, 8047 N. Tranquility Lake, Delray Beach, Florida 33446 and the name of the registered agent is Brian Hetzman.

ARTICLE VI - DIRECTORS

The Corporation shall have one director initially, whose name and address is as follows:

Brian Hetzman, 8047 N. Tranquility Lake, Delray Beach, Florida 33446

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator of this corporation is as follows:

Brian Hetzman, 8047 N. Tranquility Lake, Delray Beach, Florida 33446

ARTICLE VIII - BY-LAWS

In the furtherance and not in limitation of the powers conferred by Statute, The Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the Corporation and then to the remaining shareholders of the Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by this Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION ON this DAY, September 30, 1997.


Brian Hetzman, Incorporator

I hereby accept designation as registered agent.


Brian Hetzman

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that before the undersigned authority personally appeared, Brian Hetzman, who is personally known to me, or has produced H 325-070-61-091-0 as identification, and after first being duly sworn deposes and says that the statements contained

in the forgoing instrument are true correct.

SWORN to and SUBSCRIBED before me this

30 day of SEPT, 1997.

Maya Henn

Notary Public
State of Florida
shopbyweb.inc.inc



Maya Henn
My Commission CC574308
Expires Aug. 04, 2000

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE