

PA7000091041
Paul M. Galant

Suite 226
21218 St. Andrews Boulevard
Boca Raton, Florida 33486
561 289-5175

FILED

97 OCT 21 AM 10:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 20, 1997

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

010802326013-0047
****122.50 ****122.50

800002326013-0047
-10/21/97--01072--004
****122.50 ****122.50


re: WWW.SpectraTV.Net Inc.

Gentlemen,

Please file the enclosed Articles of Incorporation of the captioned new incorporation.

My check in the sum of \$122.50 is enclosed together with a duly executed duplicate original for certification.

Please call me at 561 289-5175 if there is any question.


Paul M. Galant

ups overnight

P. Hall
OCT 22 1997

**ARTICLES OF INCORPORATION
OF
WWW.SpectraTV.Net Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. The name of this Corporation is: **WWW.SpectraTV.Net Inc.**

Article 2. This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Secretary of State.

Article 3. This Corporation may engage in any lawful business activity permitted under the General Corporation Act of the State of Florida.

Article 4. This Corporation is authorized to issue **THIRTY MILLION (30,000,000)** shares of Capital Stock as follows:

4.1 Preferred Stock. Five Million (5,000,000) shares of Preferred Stock, subject to the following designations:

4.1-1 One Million (1,000,000) shares are hereby designated as Series I, \$0.001 par value Convertible Preferred Stock, with each share convertible into three (3) shares of \$0.001 par value Common Stock, on such other terms and conditions as may be designated by the Board of Directors at or prior to their issuance.

4.1-2 Four Million (4,000,000) shares of no par value, Preferred Stock shall remain without designation.

4.2 TWENTY-FIVE MILLION (25,000,000) shares of which shall be designated as "Common Stock", having the par value of One Mill (\$0.001) per share, and each such share shall have one vote in every vote required to be submitted to Stockholders.

Article 5. *The name and address of the initial Registered Agent is:*
Paul M. Galant, 21218 St. Andrews Blvd., Suite 226, Boca Raton, Florida 33486.

Article 6. *The address of the Corporation is:*
21218 St. Andrews Blvd., Suite 226, Boca Raton, Florida 33486.

Article 7. This Corporation shall initially have no less than One Director and no more than Nine Directors. The number of Directors may be increased or diminished, from time to time, by the action of the board of directors or by the majority vote of the stockholders.

Article 8. The By-Laws of this Corporation may be adopted, altered, amended or repealed by the affirmative vote of a majority of the board of directors or the Stockholders.

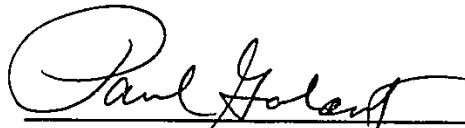
Article 9. This Corporation may indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by law.

Article 10. In the event that the securities of this Corporation shall become publicly traded, the Corporation shall not be subject to the 'Affiliated Transactions' provisions of Section 607.0901 Florida Statutes.

Article 11. The name and address of the person signing these Articles as Incorporator is:
Paul M. Galant, 21218 St. Andrews Blvd., Suite 226, Boca Raton, Florida 33486.

Article 12. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in full accord with the provisions of the General Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of October 1997.

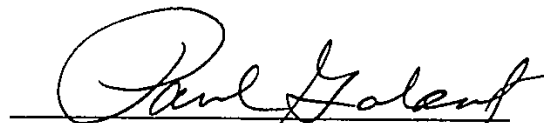

Paul M. Galant, Incorporator

FILED
OCT 21 PM 10:18
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
NINTH JUDICIAL CIRCUIT
STATE OF FLORIDA
ALLAHBACH, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article V. of these Articles of Incorporation, the Undersigned hereby agrees to act in this capacity, and further, agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated the 20th day of October, 1997.


Paul M. Galant, Registered Agent

State of Florida, County of Palm Beach] ss:

Before me, a Notary Public authorized in the State and County set forth above, personally appeared
Paul M. Galant

known to me and to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of **WWW.SpectraTV.Net Inc.**; and he acknowledged before me that he duly executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Palm Beach, this 20th day of October, 1997.

DANA GUNAR
Notary Public, State of Florida
C.C. No. 655070
Commission Expires May 15, 2000


Notary Public, State of Florida