

1/16/98

P98000005362 5:16 PM

((H98000001131 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SWEEPIT USA, INC.

AUDIT NUMBER.....H98000001131

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTIO

Help F1 Option Menu F2

NUM

Connect: 00:05:14

FILED
98 JAN 20 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/11-20-98

H98000001131

(5)

**Articles of Incorporation
of
Sweepit USA Inc.**

FILED
98 JAN 20 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation is competent to contract and hereby forms this corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is Sweepit USA Inc. The corporation may use such other names, marks and designations as may be authorized by the corporate By-Laws and laws of the State of Florida.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office and place of business of this corporation and its mailing address are Suite 812, 105 S. Narcissus Avenue, West Palm Beach, Florida 33401.

ARTICLE III - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved voluntarily or by action of law.

George C. J. Moore, Esq.
Suite 812, 105 S. Narcissus Avenue
West Palm Beach, Florida 33401
(561)833-9000
Florida Bar No. 152099

H98000001131

H98000001131

ARTICLE V - CAPITAL STOCK

This corporation shall have power to issue One Thousand shares of stock, all of one class and all of a par value of One Dollar (\$1.00) per share. The By-Laws of this corporation may authorize additional shares of stock of the same or different class with the same or different par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property, labor or services may also be purchased with the capital stock at a valuation to be fixed by the directors.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be Suite 812, 105 South Narcissus Avenue, West Palm Beach, Florida 33401. The corporation may have branch offices or places of business at any place or places within or without the State of Florida or in foreign countries. The name of the Registered Agent of this corporation is George C. J. Moore.

ARTICLE VII - DIRECTOR

This corporation shall have one director initially. The number of directors may be increased or subsequently decreased in accordance with the laws of the State of Florida and the By-Laws of the corporation.

ARTICLE VIII - DIRECTOR AND OFFICERS

The name, street address, and position of the officers and director of this corporation are as follows:

Gerhard A. van Niekerk
Suite 812, 105 S. Narcissus Avenue
West Palm Beach, Florida 33401

President, Secretary, & Director

H98000001131

H98000001131

ARTICLE IX - SUBSCRIBER

The name and street address of the Subscriber to these Articles of Incorporation, the number of shares of stock to be issued to the Subscriber, and the value of the consideration for the shares subscribed are as follows:

Gerhard A. Van Niekerk
Suite 812, 105 S. Narcissus Avenue
West Palm Beach, Florida 33401

One Hundred Shares
\$100

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify and hold harmless any subscriber, officer or director of the corporation to the full extent permitted by law.

ARTICLE XI - AMENDMENT

Any amendment of these Articles of Incorporation shall be approved by a majority of the Board of Directors and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal to these Articles of Incorporation this 15 day of January, 1998.



Gerhard A. van Niekerk

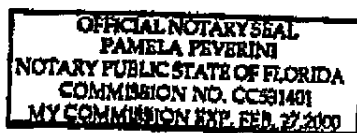
H98000001131

H98000001131

NOTARIZATION

Before me, an official authorized to administer Oaths, appeared Gerhard A. van Nickerk, identified to me to be the person named above, who executed the foregoing Articles of Incorporation of Sweepit USA Inc. for the purposes stated therein.

WITNESS my hand and seal at West Palm Beach, Florida this 15 day of January, 1998.



Pamela Feverini

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, George C. J. Moore, hereby accept the appointment of Registered Agent for Sweepit USA Inc. I know and accept the obligations of Registered Agent under applicable Florida Statutes. Dated this 15 day of January, 1998.

George C. J. Moore

George C. J. Moore

FILED
98 JAN 20 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000001131