

P98000029666
(((H98000006217 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

JAME: ATTRACTIONVIEW CORPORATION

AUDIT NUMBER.....H98000006217

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

CERT. OF STATUS..0

PAGES..... 4

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. **

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 8:38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 8:38

ARTICLES OF INCORPORATION
OF
ATTRACTIONVIEW CORPORATION

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: AttractionView Corporation.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1291 S.W. 29th Avenue, Pompano Beach, Florida, 33069.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Gayle E. Coleman, Esq., FL Bar #857327
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

H98000006217

E98000006217

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) twenty-five million (25,000,000) shares of common stock, par value \$.0001 per share and (ii) five million (5,000,000) shares of preferred stock having a par value of \$.0001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 E. Las Olas Blvd., #1900
Ft. Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no case shall the number of directors be less than one (1).

ARTICLE VIII
INCORPORATOR

E98000006217

H98000006217

The name and address of the person signing these Articles of Incorporation as the Incorporator is Gayle E. Coleman, Esq., Atlas, Pearlman, Trop & Borkson, P.A., 200 E. Las Olas Blvd., #1900, Ft. Lauderdale, Florida, 33301.

ARTICLE IX
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

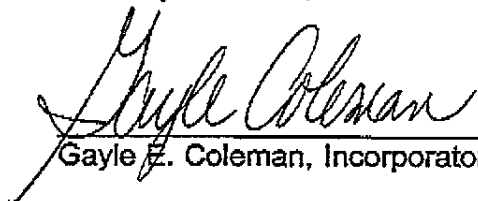
ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 31 day of March, 1998.


Gayle E. Coleman, Incorporator

H98000006217

H98000006217

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

AttractionView Corporation, a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1291 S.W. 29th Avenue, Pompano Beach, Florida, 33069, has named South Florida Registered Agents, Inc. whose address is 200 E. Las Olas Blvd., Suite 1900, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
(a Florida corporation)

By: Beverly F. Bryan
Beverly F. Bryan, President

H98000006217

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 8:38