

PA8000037835



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 794791 10463A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. Pitt

ORDER DATE : April 24, 1998

ORDER TIME : 2:25 PM

ORDER NO. : 794791-005

CUSTOMER NO: 10463A

CUSTOMER: Ms. Beth J. Harris
COHEN CHERNAY NORRIS
WEINBERGER & HARRIS
4th Floor
712 U.s. Highway 1
North Palm Bch, FL 33408-7146

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 2:02

DOMESTIC FILING

NAME: INTERNET STOCK TRADING
SCHOOL, INC.

400002500284--7

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
58 APR 27 3:27
FILE
FILING
DIVISION
TALLAHASSEE
FLORIDA
4/27/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 PM 2:02

April 23, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: INTERNET STOCK TRADING SCHOOL, INC.
Ref. Number: W98000009096

We have received your document for INTERNET STOCK TRADING SCHOOL, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00022002

EFFECTIVE DATE

4/22/98

ARTICLES OF INCORPORATION
OF
INTERNET STOCK TRADING SCHOOL, INC.

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Article I - Name

The name of this corporation is INTERNET STOCK TRADING SCHOOL, INC.

Article II - Principal Address

176 Helios Drive
Apartment 202
Jupiter, Florida 33477

Article III - Commencement

This corporation shall commence on the date of execution and acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 10,000,000 shares of \$.001, par value, common stock.

The board of directors (the "Board") is authorized to provide for the issuance of 1,000,000 shares of preferred stock by filing an amendment pursuant to Section 607.0602 of the Florida Business Corporation Act, as be amended from time to time, including any successor provision, and to establish from time to time the voting powers thereof, full or limited, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series; and if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences and limitations of that series.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 U.S Highway One, Suite 400, North Palm Beach, Florida 33408 and the name and address of the initial registered agent is Beth J. Harris, 712 U.S Highway One, Suite 400, North Palm Beach, Florida 33408.

Article VII - Initial Board of Directors

This corporation shall have 0 directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Beth J. Harris
712 U.S Highway 1, Suite 400
North Palm Beach, Florida 33408.

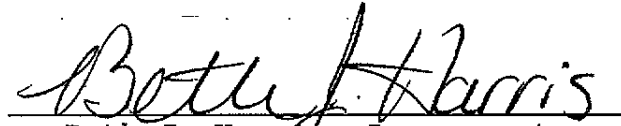
Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the board of directors and the shareholders.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22 day of April, 1998.


Beth J. Harris, Incorporator

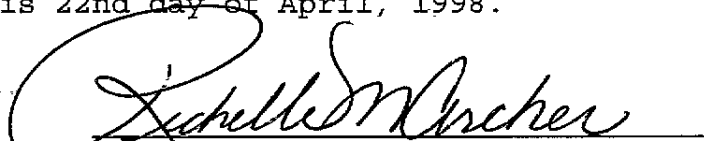
STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Beth J. Harris, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22nd day of April, 1998.



Richelle M. Archer
MY COMMISSION # CC678547 EXPIRES
September 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
My commission expires:

ØÃD:\MAIN\FORMS\CORP\ARTICLES.INC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT INTERNET STOCK TRADING SCHOOL, INC. DESIRING TO
ORGANIZE

OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF JUPITER, STATE OF
FLORIDA , HAS NAMED BETH J. HARRIS LOCATED AT 712 U.S Highway One,
SUITE 400, CITY OF NORTH PALM BEACH, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Beth J. Harris
Beth J. Harris

TITLE: Incorporator

DATE: 4/22/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Beth J. Harris
Registered Agent

DATE: 4/22/98

FILED
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