

OMNICO MM
SYSTEMS

P98000058325

3250 MARY STREET
SUITE 307
COCONUT GROVE,
FLORIDA 33133

June 29, 1998

(305) 448-4700
(305) 448-4757 FAX

WWW.OMNICO MM.COM

Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

REF #: W98000014721

Enclosed please find a revised document for OmniCommerce Systems, Inc.

Thank you.

Jan Beelam

Lawton R. Jackson
Requestor's Name

3250 Mary St. Ste. 307
Address

Miami FL 33133
City/State/Zip Phone #

FILED
98 JUN 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 6/30/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 26, 1998

LAWTON R. JACKSON
3250 MARY ST. STE. 307
MIAMI, FL 33133

SUBJECT: OMNICOOMMERCE SYSTEMS, INC.
Ref. Number: W98000014721

We have received your document for OMNICOOMMERCE SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article IX states there will be 1 director(s), whereas NONE is/are listed.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 298A00035117

ARTICLES OF INCORPORATION
OF
OMNICOMMERCE SYSTEMS, INC.

FILED
98 JUN 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be OMNICOMMERCE SYSTEMS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall

PAGE 2 --ARTICLES OF INCORPORATION

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 1 directors whose name and addresses are as follows:
Lawton R. Jackson
3250 Mary Street
Suite 307
Coconut Grove, Florida 33133

ARTICLE X

The initial registered agent of the corporation is Lawton R. Jackson. The street address of the corporation's initial registered office is 3250 Mary Street Suite 307 Miami, Florida 33133.

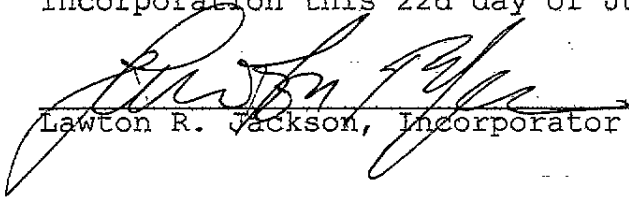
ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 3250 Mary Street Suite 307 Miami, Florida 33133.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Lawton R. Jackson 3250 Mary Street Suite 307 Miami, Florida 33133.

The undersigned incorporator has executed these Articles of Incorporation this 22d day of June, 1998.


Lawton R. Jackson, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
OMNICOmMERCE SYSTEMS, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:



Lawton R. Jackson

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98 JUN 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA