

Schain and Company
Certified Public Accountants

2699 Stirling Road, Suite B-206
Fort Lauderdale, Florida 33312
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70 North Putt Corners Road
P.O. Box 417
New Paltz, New York 12561
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June 26, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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****122.50 ****122.50

RE: INCORPORATION OF PINK PUSSY CAT INTERNET, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50.

Please return all correspondence concerning this matter to me at the above address.

Sincerely,

Ronald D. Schain

RDS:tpk

June 26, 1998
Date

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

Pink Pussy Cat Internet, Inc.

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DIVISION OF CORPORATIONS

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The undersigned natural person, acting as Incorporator for the purpose of forming a Florida based for profit corporation under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be Pink Pussy Cat Internet, Inc.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in every aspect related to the selling of general merchandise and providing information in relation to said sales in the State of Florida and wherever else lawful, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto.

ARTICLE III - EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2699 Stirling Rd., Suite 206B, Fort Lauderdale, Florida, 33312.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid

in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is be 2699 Stirling Rd., Suite 206B, Fort Lauderdale, Florida, 33181, and the name of the initial registered agent of this corporation at that address is Mr. Ronald Schain.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Ronald Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida, 33312

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one

(1). The name and street address of the initial director of this corporation is:

<u>Name</u>	<u>Street Address</u>
Edward Sharp	Schain and Company 2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida, 33312

ARTICLE X INITIAL OFFICERS

The name(s) and address(es) of the initial Officer(s) of this corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Office(s)</u>
Edward Sharp	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida, 33312	Pres/Sec'y.
Ronald Schain	2699 Stirling Rd., Suite 206B Fort Lauderdale, Florida, 33312	Tres.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XII - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this corporation.

ARTICLE XIV - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board of Directors.

ARTICLE XV - QUALIFICATION OF SHAREHOLDERS

The shares of this corporation may be issued, owned and registered in the name of any individual who is duly authorized in the State of Florida. In the event that a shareholder:

(a) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of this corporation to any person

ineligible by law or by virtue of these Articles of Incorporation, the corporation's bylaws or shareholders agreements to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles of Incorporation, the bylaws of this corporation or shareholder agreements, or

(b) suffers an execution to be levied upon his shares or such shares are subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such shares in some person other than the shareholder;

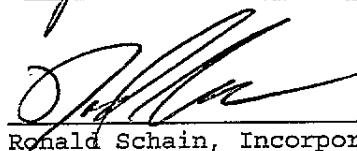
then the shares of such shareholder shall immediately stand forfeited and such shares shall be immediately canceled by this corporation and the shareholder or other person in possession of such shares shall be entitled only to receive payment for the value of such shares which, in the absence of bylaw provision or written agreement among its shareholders, shall be the book value thereof as of the last day preceding the month in which any of the events enumerated above occurs. The shareholder whose shares become so forfeited and are so canceled by the corporation shall forthwith cease to be a shareholder and, except to receive payment for his shares in accordance with the foregoing and payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

ARTICLE XVI - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal,

administrative or investigative by reason of the fact that he or she is or was a director, officer or incorporator of this corporation against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 26 day of June, 1998.



Ronald Schain, Incorporator


STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald Schain, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 26 day of JUNE, 1998.

Porcelli
Notary Public, State of Florida
At Large

VIVIAN PORCELLI
Written name of Notary

 V. PORCELLI
MY COMMISSION # CC 652313
EXPIRES: June 3, 2001
Address of Notary

6300 STIRLING RD
DAVIE FL 33314

Commission Number/Notary

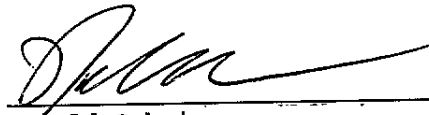
My Commission Expires:

ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

Pink Pussy Cat Internet, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, had named Ronald Schain, who is located at 2699 Stirling Rd., Suite 206B, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Ronald Schain

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