

TRANSMITTAL LETTER

P980000 90973

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

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-10/26/98--01056--005
****122.50 *****78.75

SUBJECT: SURF MARKETING INTERNATIONAL, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CARLOS SIFUENTES
Name (Printed or typed)
1150 98th Street, Suite 5
Address
Bay Harbor Island, FL 33154
City, State & Zip
(305) 861-5988
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 PM 3:07

NOTE: Please provide the original and one copy of the articles.

**CERTIFICATE OF INCORPORATION
OF
SURF MARKETING INTERNATIONAL, INC.**

The hereinafter named subscriber, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Certificate of Incorporation:

ARTICLE I : NAME

The name of the corporation shall be "SURF MARKETING INTERNATIONAL, INC."

ARTICLE II : PURPOSE

The corporation is organized for the purpose of transacting any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III : CAPITAL STOCK

The amount of capital stock authorized shall be FIVE HUNDRED (500) SHARES, all of which shall have a par value of ONE DOLLAR (\$1.00)-. The amount of capital stock with which the corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE IV : DURATION

The corporation shall have perpetual existence.

ARTICLE V : REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name and street address of the registered agent and office of the corporation will be Carlos Sifuentes, 1150 98th Street, Suite 5, Bay Harbor Island, Florida, 33154.

ARTICLE VI : INITIAL BOARD OF DIRECTORS

The directors of this corporation shall number of at least one (1) but no more than nine (9).

The name and street address of the members of the first Board of Directors, who shall hold office until the first meeting of the stockholders, is as follows :

NAME	ADDRESS	
Carlos Sifuentes	1150 98 th Street, Suite 5 Bay Harbor Island, Florida, 33154	President

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ARTICLE VII: INCORPORATORS

The name and street address of the subscribers of this Certificate of Incorporation and a Statement of the number of shares of stock and the value of the consideration therefore which the subscribers agree to take are as follows :

NAME	ADDRESS	SHARES	VALUE
Carlos Sifuentes	1150 98 th Street, Suite 5 Bay Harbor Island, Florida, 33154	500	\$500

ARTICLE VIII: REQUIREMENTS FOR THE DIRECTORS

It shall not be necessary for a Director to own or hold any of the capital stock of the corporation.

ARTICLE IX : INDEMNIFICATION

Insofar as the same is not contrary to the laws of the State of Florida, in case the corporation enters in contracts or transacts business with one or more of its directors, or with any firm in which one or more of its directors are members, or with any association or other corporation of which one or more of its directors are directors or officers, such contract or transaction shall not be invalid or in any way affected by the fact that such director or directors were or may be adversely interested there in, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction, and even though the fact of such adverse interest may not have been disclosed prior to the time when the corporation becomes obligated thereon, no such director or directors shall be liable to the corporation or to any stockholder or creditor thereof by reason of any such contract or transaction, nor shall such director or directors be accountable for any gain or profit realized thereon. This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X : AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or if any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

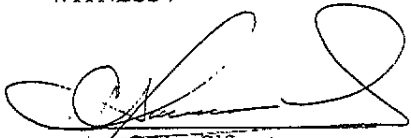
ARTICLE XI : PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is :

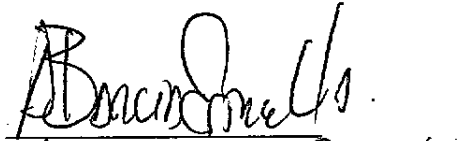
1150 98th Street, Suite 5
Bay Harbor Island, Florida, 33154

IN WITNESS THEREOF, the undersigned, being competent to contract does hereby make, acknowledge and file this certificate, this 6th day of October, 1998.

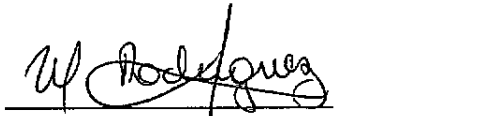
WITNESS :



Carlos Sifuentes
Incorporator / Registered Agent



ANDRES BARCIA ERMEIDA

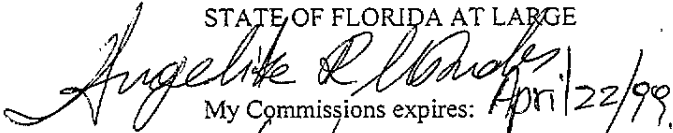


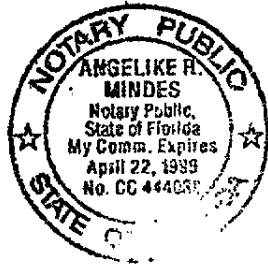
MILAGROS RODRIGUEZ

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

On this 6th day of April, 1998, before me personally came Carlos Sifuentes, to me known to be the person described in and who made and subscribed the foregoing Certificate of Incorporation, and acknowledge to me that he made and subscribe the same.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


My Commissions expires: April 22/99.
10/13/98



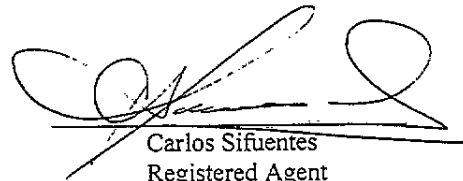
**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

The name of the corporation is "SURF MARKETING INTERNATIONAL, INC.."

Carlos Sifuentes
1150 98th Street, Suite 5
Bay Harbor Island, Florida, 33154

Having been named to accept the 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 provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.



Carlos Sifuentes
Registered Agent
Date : October 6, 1998

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