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ACCOUNT NO. : 072100000032

REFERENCE : 985261 7166403

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : October 5, 1998

ORDER TIME : 12:23 PM

ORDER NO. : 985261-005

CUSTOMER NO: 7166403

900002685219--5

CUSTOMER: Mr. Randy Gage
MR. RANDY GAGE
MR. RANDY GAGE
1680 Michigan #1000
Miami, FL 33139

DOMESTIC FILING

NAME: INSIDE NETWORK MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

11/12/98

RECEIVED
98 NOV 10 PM 4:13
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 12:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 12:10

ARTICLES OF INCORPORATION
OF
INSIDE NETWORK MARKETING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INSIDE NETWORK MARKETING, INC.

The address of the principal office of this corporation shall be 1680 Michigan #1000, Miami, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2150 Goodlette Road, Suite 305, Naples, Florida 34102, and the name of the initial registered agent of the corporation at that address is Wayde P. Seidensticker, Jr., Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Randy Gage	1900 Sunset Harbor Drive #1708, Miami Beach, Florida 33139
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805.

The undersigned incorporator has executed these
Articles of Incorporation on November 10, 1998.



Its Agent, Karen B. Rozar
Incorporator

MBR/SARA LEA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 12:10

**ACCEPTANCE OF REGISTERED AGENT
FOR INSIDE NETWORK MARKETING, INC.**

The undersigned, having been named as registered agent to accept service of process for INSIDE NETWORK MARKETING, INC, hereby accepts the appointment as registered agent and agrees 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 am familiar with and accept the obligation of my position as registered agent.

NAME OF REGISTERED AGENT :	Wayde P. Seidensticker, Jr., Esq.
OFFICE :	Seidensticker & San Filippo
ADDRESS :	2150 Goodlette Road, Suite 305
:	Naples, Florida 34102


(Signature of Registered Agent)

10/28/98
(Date)