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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: INTERNET WORLD PROMOTIONS, INC.

AUDIT NUMBER.....H98000021148

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
of
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERNET WORLD PRODUCTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and being Legal Counsel and authorized agent for the principals designated herein, files these ARTICLES OF INCORPORATION to form a CORPORATION FOR PROFIT under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be;

INTERNET WORLD PRODUCTIONS, INC.

The company shall be free, in accordance with its business purposes, to seek trademarks, copyrights, or other proprietary registrations under the laws of the United States and of the State of Florida utilizing this name.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

INTERNET WORLD PRODUCTIONS, INC.
1502 Cricket Club Circle, #208
Orlando, Florida 32828

In accordance with its business purposes, the company shall conduct related activity at its principal place of business and such other places as shall be necessary.

ARTICLE III CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 100,000 shares at a par value of \$0.01 per share.

THESE ARTICLES PREPARED BY:
WILLIAM L. WHITACRE, ESQ.
FLORIDA BAR NO. 170693
1000 Universal Studios Plaza
Building 22, Suite 212
Orlando, FL USA 32819-7610
(407) 224-7533

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ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ALLEN S. SMITH
1502 Cricket Club Circle, #208
Orlando, Florida 32828

ARTICLE V
TERM OF EXISTENCE

The term of existence of the corporation is perpetual.

ARTICLE VI
INCORPORATOR

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

WILLIAM L. WHITACRE, Esquire
1000 Universal Studios Plaza
Building 22, Suite 247
Orlando, Florida 32819-7610

ARTICLE VII
OFFICERS

The initial officers of the corporation who shall be appointed at the initial meeting of the Corporation shall be:

President, Secretary, and Treasurer:
ALLEN S. SMITH

The address of the above officers is:

1502 Cricket Club Circle, #208
Orlando, Florida 32828

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ARTICLE VIII **DIRECTORS**

Consistent with ARTICLE X herein, there shall be one director initially. The number of directors may be changed from time to time in accordance with the By Laws, but shall never be less than one. The initial director, whose term shall commence at the organizational meeting of the corporation is:

Chairman and Director:
ALLEN S. SMITH

The address of the above directors is:

1502 Cricket Club Circle, #208
Orlando, Florida 32828

ARTICLE IX **PURPOSE**

The purpose for which this corporation is formed is internet web site development and marketing, and related activity, in all media for maximum commercial exploitation throughout the universe. In furtherance of its purpose, the Corporation shall be permitted to conduct all lawful business authorized under the laws of the State of Florida, and of the United States, as well as of the States therein, and the respective laws of other countries and territories throughout the world and universe.

ARTICLE X **MANAGEMENT**

The affairs of the corporation shall be managed by the Board of Directors in accordance with the By-Laws and any other rules of procedure adopted at the initial meeting.

ARTICLE XI **ELECTION OF "S" STATUS**

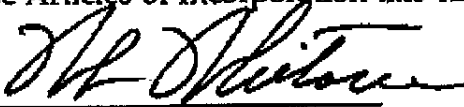
To carry out its purposes, this Corporation shall, upon receipt of confirmation of the filing of these Articles of Incorporation with the State of Florida Secretary of State Division of Corporations, execute and immediately file, a Form 2334, Election of "S" Status and conduct its business and affairs solely in accordance therewith from the moment of its existence until its dissolution in accordance with these Articles of Incorporation.

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EXECUTION OF ARTICLES BY INCORPORATOR

The undersigned, as Legal Counsel and Authorized Agent, has executed these Articles of Incorporation this 12th day of November, 1998.



William L. Whitacre
INCORPORATOR

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

INTERNET WORLD PRODUCTIONS, INC.

2. The name and address of the registered agent and office is:

ALLEN S. SMITH
1502 Cricket Club Circle, #208
Orlando, Florida 32828



WILLIAM L. WHITACRE
INCORPORATOR
Date: November 12, 1998

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.



ALLEN S. SMITH
REGISTERED AGENT
Date: November 12, 1998

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TALLAHASSEE, FLORIDA

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