

P99000006057

LAW OFFICES
REISMAN & ASSOCIATES, P.A.
SUITE 330
5100 TOWN CENTER CIRCLE
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 361-9300

TELECOPIER (561) 416-9249

January 11, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: E.com., Inc.

800002744018--1
-01/15/99--01072--006
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of the above-named company and our check in the amount of \$70.00. Please address any correspondence in this matter to the undersigned.

Sincerely,


JONATHAN B. REISMAN

JBR/ts

Enclosure

FILED
99 JAN 15 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall

JAN 21 1999

3

**ARTICLES OF INCORPORATION
OF
E.com., Inc.**

FILED
99 JAN 15 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is E.com., Inc.
(the "Corporation").

SECOND: The corporation is authorized to issue fifty million (50,000,000) shares of Common Stock, \$.001 par value, which shall be designated "Common Shares" and five million (5,000,000) shares of Preferred Stock, \$.001 par value, which shall be designated "Preferred Shares." The Preferred Shares shall be designated and issued in such series and upon such terms and conditions as the Board of Directors may from time to time see fit. Such terms and conditions shall include, but not be limited to, the entitlement of the holders of the Preferred Shares to (a) cumulative, non-cumulative or partially cumulative dividends, (b) the preference over any other class or classes of shares as to the payment of dividends, (c) the preference in the assets of the corporation over any other class or classes of shares upon the voluntary or involuntary liquidation of the corporation, (d) the convertibility, if any, into shares of any other class or into shares of any series of the same or any other class, and (e) voting rights, if any.

THIRD: The Corporation is organized for the purpose of transacting any and all lawful business.

FIFTH: The name and address of the incorporator, the street address of the Corporation's initial registered office and the name of its initial registered agent at that office are:

Jonathan B. Reisman
5100 Town Center Circle
Suite 330
Boca Raton, FL 33486

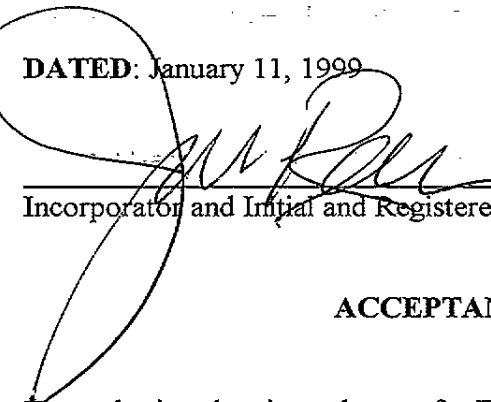
SIXTH: The street address of the initial principal office and the mailing address of the

corporation is:

5100 Town Center Circle
Suite 330
Boca Raton, FL 33486

SEVENTH: The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

DATED: January 11, 1999


Incorporator and Initial and Registered Agent

ACCEPTANCE OF REGISTERED AGENT

The undersigned registered agent for E.com., INC. hereby accepts such appointment and is familiar with, and accepts the obligations of that position.


Jonathan B. Reisman

FILED
99 JAN 15 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA