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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

KITESURF.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

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OF

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KITESURF.COM, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation is Kitesurf.com, Inc.

ARTICLE II – PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III – CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS**

The street address of the initial registered office and principal place of business of this corporation is 1701 Espanola Drive, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is Raphael Baruch.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name and address of the initial director and officer of this corporation are:

Raphael Baruch, President and Secretary
1701 Espanola Drive
Miami, Florida 33133

Prepared By Raphael Baruch
1701 Espanola Drive
Miami, Florida 33133
(305)857-9052

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:

Raphael Baruch
1701 Espanola Drive
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 26th day of February 1999.



RAPHAEL BARUCH

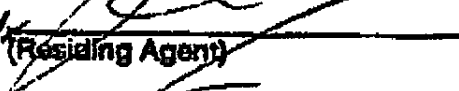
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

First - That Kitesurf.com, Inc.
desiring to organize under the laws of the State of Florida with its principal place
of business as indicated in the Articles of Incorporation a City of Miami, County
of Dade, State of Florida, has named, Raphael Baruch, located at 1701 Espanola
Drive, Miami, Florida 33133, as its agent to accept service of process within this
state.

ACKNOWLEDGEMENT: (Must be signed by designated Agent)

Having been named to accept services of process for the above-
stated corporation, at place designated in this Certificate, I here-
by accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By 
(Residing Agent)

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TALLAHASSEE, FLORIDA