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STEPHEN M. CODY
ATTORNEY AT LAW
16610 SW 82ND COURT
MIAMI, FL 33157

TELEPHONE (305) 233-8073 • TELECOPIER (305) 251-6874
INTERNET S CODY @ AOL.COM

March 19, 1999

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

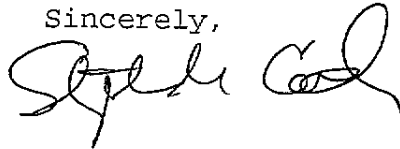
SUBJECT: LegalTactics.com, Inc.

To Whom it May Concern;

Enclosed is an original and one(1) copy of the articles of incorporation and a check for \$87.50 for the Filing Fee, Certificate of Status and Certified Copy.

Please return the certified copy to me as quickly as you can.

Sincerely,



SMC/rmh

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**ARTICLES OF INCORPORATION OF
LEGALTACTICS.COM, INC.**

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ARTICLE ONE

The name of the corporation is LegalTactics.com, Inc.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The corporation is organized for the purpose all lawful business for which a corporation may be organized under the laws of the State of Florida.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is seven million (7,000,000), divided into one class of five million (5,000,000) shares of common stock without par value per share and one class of two million (2,000,000) shares of preferred stock with par value of one dollar (\$1.00) per share.

All shares of common stock shall have rights and privileges identical with each other in every respect.

The shares of preferred stock authorized by these articles may be issued from time to time in one or more series. The board of directors may fix or alter the dividend rates, conversion rights, and rights and terms of redemption. Specifically, the board may fix or alter, among other things, sinking-fund provisions, the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of the preferred stock (including the number of shares constituting any such series and the designation thereof).

ARTICLE FIVE

The name and Florida street address of the initial registered agent are:

The Principal address is the same.

Stephen M. Cody
16610 S.W. 82nd Court
Miami, FL 33157-3604

ARTICLE SIX

No shareholder or other person shall have a preemptive right to acquire any treasury shares, presently authorized shares, or shares the corporation may hereafter be authorized to issue. Shares of the corporation may be issued and sold from time to time by direction of the board of directors and upon such terms and conditions as the board of directors may deem proper and advisable.

ARTICLE SEVEN

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

Stephen M. Cody
16610 S.W. 82nd Court
Miami, FL 33157-3604

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ARTICLE EIGHT

The board of directors shall be constituted of three members

ARTICLE NINE

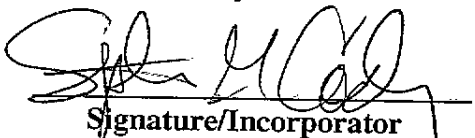
Cumulative voting by the shareholders at any election for directors is prohibited. The shareholders entitled to vote for directors in the election may cast only one vote per directorship for each share held.

ARTICLE TEN

The directors of the corporation will not be liable to the corporation or its shareholders for monetary damages for acts or omissions that occur in the directors' capacity as directors. This article does not limit the liability of any director to the extent such director is found liable for: (1) a breach of his duty of loyalty to the corporation or its shareholders; (2) an act or omission not in good faith that constitutes a breach of the director's duty to the corporation, or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of the director is expressly provided by an applicable statute.

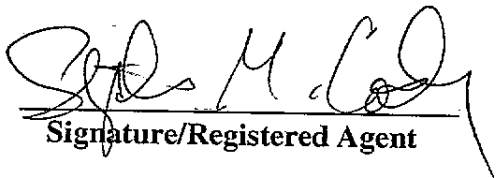
ARTICLE ELEVEN

Any action required by the Florida Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.


Signature/Incorporator

3/15/99
Date

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


Signature/Registered Agent

3/19/99
Date