Charter Number Only ATLON 0 N L Y

> 900002901589--9 -06/11/99--01026--019 *****78.76 *****78.76

CORPORATION(S) NAME

CORPORATION(S) NAME		
Media K	it online	TYC., TAKE 99 JUN 77
		UN I P AHASSEE
···		
		FLS 12:
		F S ATE FLORIDA
:		() Merger () Mark () Other () Change of Registered Agent () Certificate Under Seal
Profit	() Amendment	() Merger O
(*) NonProfit		() Mark
() Foreign	() Dissolution	· · · · · · · · · · · · · · · · · · ·
() Limited Partnership () Reinstatement	() Annual Report () Reservation	() Other () Change of Registered Agent
Certified Copy	() Photo Copies	() Certificate Under Seal
() Call When Ready () Walk in () Will Wa	() Call If Problem	() Mail Out
Name	7	
Availability		
Document Examiner		
Updater		
Verfüer		ATTO PODY
Ack-owledgment	CERTIFIED CO.	
W.B. Marie		

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

ARTICLE I. - NAME:

The name of the corporation shall be:

MEDIA KIT ONLINE INC.,

ARTICLE II. - NATURE OF BUSINESS

This corporation is being formed for the purpose of the promotion, dissemination, sale and providing media related services as well as general investments and such other act or business permitted under the laws of the State of Florida.

ARTICLE III. - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common a stock at NO PAR VALUE.

ARTICLE V. - INTIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than five hundred dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE VI. - ADDRESS

The initial post office of the principal office of this corporation shall be: 6271 Tamiami Canal Road, Miami, Fla. 33126. Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. - NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be three (3). The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall at all times have a minimum of one (1) Director.

ARTICLE VIII.- INITIAL DIRECTORS AND OFFICERS

The name and post office addresses of the members of the first Board of Directors and Officers who, subject to the provisions of these Articles of Incorporation, by-laws of the corporation, and the laws of the State of Florida, that shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified are as follows:

VICKI GALLO

GEORGE L. CARDET

LILIA CARDET Director/Treasurer

Director/President

Director/Secretary

ARTICLE IX. - SUBSCRIBERS

The names and post office addresses of the Subscriber and the number of shares of stock agreed to take are:

6271 Tamiami Canal Road Miami, Fla. 33126

VICKI GALLO 100 shares GEORGE L. CARDET 50 Shares 6271 Tamiami Canal Road

Miami, Fla. 33126

LILIA CARDET 50 Shares 6271 Tamiami Canal Road Miami, Fla. 33126

<u> ARTICLE X. - RESIDENT AGENT</u>

The resident agent to accept service of process within the State of Florida is George L. Cardet, whose address is 6271 Tamiami Canal Road, Miami, Fla. 33126.

ARTICLE XI. - AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has made, subscribed, acknowledged and files this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

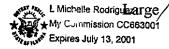
STATE OF FLORIDA COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State and County named above, to take acknowledgments, personally appeared, GEORGE L. CARDET to me well known to be the person described as subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above on this 16th day of June, 1999.

NOTARY PUBLIC, State of Florida at .

My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUES, THE FOLLOWING IS SUBMITTED:

FIRST -- MEDIA KIT ONLINE INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 6271 TAMIAMI CANAL ROAD, MIAMI, FLA., STATE OF FLORIDA, HAS NAMED GEORGE L. CARDET, ESQ., LOCATED AT: 330 SW 27TH AVENUE, SUITE 707, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature:

GEORGE L. CARDET

Title:

Director/Secretary

Date:

June 12, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED, IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Resident Agent

Date: 10 JUNE 1599