

KIRKPATRICK & LOCKHART LLP

MIAMI OFFICE - 20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 539-3300
FACSIMILE (305) 358-7095

JAN E. BLANCK
(305) 539-3364
BLANCKJE@KL.COM

June 24, 1999

EFFECTIVE DATE

6-23-99

VIA FEDERAL EXPRESS

Ms. Karen Beyer
Bureau Chief/Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: E-Africa, Inc.

500002915985--7
-06/25/99--01077--027
*****87.50 *****87.50

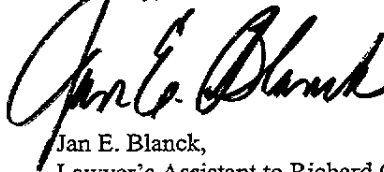
Dear Ms. Beyer:

Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of E-Africa, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$87.50 in payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	8.75
Good Standing Certificate	<u>8.75</u>
Total	\$ 87.50

A return Federal Express envelope is enclosed for your convenience in responding. very much for your cooperation with this matter. Thank you

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Richard C. Bulman, Jr.

cc: Richard C. Bulman, Jr., Esq.

MI-82521.01

BOSTON • HARRISBURG • MIAMI • NEW YORK • PITTSBURGH • WASHINGTON

FILED
99 JUN 25 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
6-25-99
1

ARTICLES OF INCORPORATION
OF
E-AFRICA, INC.

EFFECTIVE DATE

6-23-99

FILED
99 JUN 25 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of E-AFRICA, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is E-AFRICA, INC.

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on June 23, 1999.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.001 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Richard J. Brener.

ARTICLE VII

INCORPORATOR

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


Name

Address

Richard C. Bulman, Jr.

c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of June, 1999.



Richard C. Bulman, Jr.,
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

E-AFRICA, INC.

Having been named to accept service of process for E-AFRICA, INC., at the place designated in the foregoing Articles of Incorporation, Richard J. Brener agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: June 23, 1999


Richard J. Brener

FILED
99 JUN 25 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA