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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ISHOSECURE.NET, INC.

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**ARTICLES OF INCORPORATION
OF
IShopSecure.net, Inc.**

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is IShopSecure.net, Inc., a Florida corporation.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 1,000,000. Such shares shall be of a single class and shall have no par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 703 Lake Blvd., Weston, FL 33326, and the name of its initial registered agent at such address is Joseph McDonnell. The principal office and mailing address of the corporation is 703 Lake Blvd., Weston, FL 33326.

This instrument prepared by:

Gary Silberman, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 0885230
Tel: (305) 868-8829

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ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Directors is as follows:

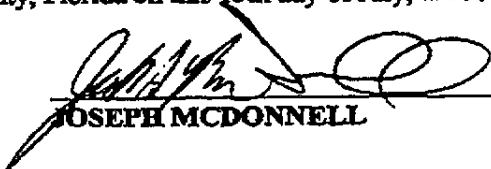
Joseph McDonnell
703 Lake Blvd.
Weston, FL 33326

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators are:

Joseph McDonnell
703 Lake Blvd.
Weston, FL 33326

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida on this 15th day of July, 1999.

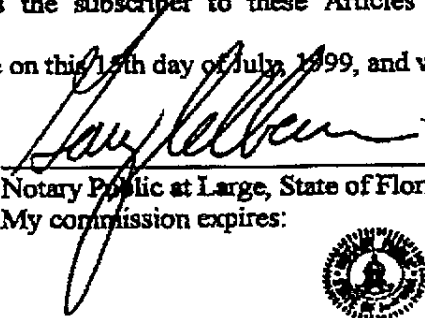

JOSEPH MCDONNELL

STATE OF FLORIDA:

SS.

COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Joseph McDonnell, who acknowledged before me that he is the subscriber to these Articles of Incorporation and he has acknowledged that he has signed same on this 15th day of July, 1999, and who did take an oath.


Notary Public at Large, State of Florida
My commission expires:



Gary Silberman
Commission # 00 811309
Expires Feb. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, JOSEPH MCDONNELL, and hereby acknowledges his appointment as the registered agent of IshopSecure.net, Inc., a Florida corporation, and he is familiar with, and accepts, the obligations of that position.


JOSEPH MCDONNELL

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