

P99000065919

Secretary of State
Corporate Records Bureau
P.O.Box 6327
Tallahassee, FL 32301

Re: OCEANWALKMALL.COM, INC.

We enclose the original and one copy of the Articles of Incorporation for OCEANWALKMALL.COM, INC and a check for \$122.50 to cover filing fees.

If the documents are in order, I would appreciate your filing the original and certifying the copy for our records.

If there are any questions please call JAMES BOLT at 305-388-5222.

Sincerely,

James Bolt

PLEASE SEND PAPERWORK TO
JAMES BOLT
10220 SW 124TH ST
MIAMI, FL 33176

900002934739--1
-07/19/99--01077--020
****122.50 *****78.75

FILED
99 JUL 19 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*CB
2-26-99
5*

FILED
99 JUL 19 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
OCEANWALKMALL.COM INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

Article I
NAME

The name of this Corporation shall be OCEANWALKMALL.COM, INC.

Article II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any and all legal business in the State of Florida, including but not limited to investments in real estate. In addition the Company may borrow or lend money, and make investments in securities and real estate.

ARTICLE III
STOCK

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

JAMES BOLT
10220 S W 124TH ST
MIAMI, FL 33176

ARTICLE V
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation is JAMES BOLT and the registered office of the Company is at 10220 SW 124TH ST, MIAMI, FL 33176

ARTICLE VII
PLACE OF BUSINESS

The initial place of business for the corporation is 10220 S W 124 ST
MIAMI, FL 33176

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows:

JAMES BOLT
10220 SW 124 ST
MIAMI, FL 33176

ARTICLE IX
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

ARTICLE XI
BY-LAWS

The board of directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, in any manner proscribed by law.

ARTICLE XII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

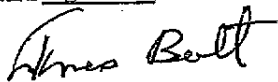
ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing incorporator, to the foregoing articles of incorporation, has set his hand this 13TH DAY OF JULY 1999.



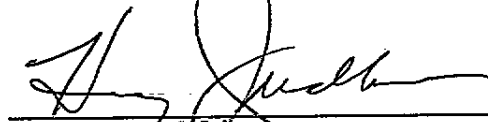
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

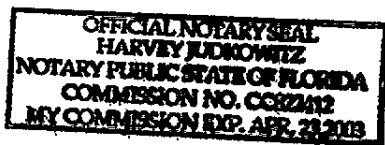
I hereby certify that on this day personally appeared before me, the undersigned authority, JAMES BOLT Known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

In witness whereof, I have hereunto set my hand and affixed my official seal on this 13TH day of JULY, 1999



Notary Public
State of Florida at Lodge

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 STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST--THAT OCEANWALKMALL.COM INFORMATION TECHNOLOGIES, INC. WISHING TO
DO BUSINESS AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 10220 SW 124TH ST, MIAMI, FLORIDA 33176,
HAS NAMED JAMES BOLT LOCATED AT 10220 SW 124TH ST., MIAMI, FLORIDA,
33176 AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

James Bolt
PRESIDENT
7/13/99
DATE

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

James Bolt
RESIDENT AGENT
7/13/99
DATE

FILED
99 JUL 19 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA