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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

99 JUL 27 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 320691 4303940

AUTHORIZATION :

Patricia Pigette

COST LIMIT : \$ 70.00

ORDER DATE : July 27, 1999

ORDER TIME : 11:0 AM

ORDER NO. : 320691-005

CUSTOMER NO: 4303940

300002943023--5

CUSTOMER: Ms. Leslie Arnett
HOLLAND & KNIGHT
HOLLAND & KNIGHT
Suite 2050
400 North Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: LIBERTIS.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS

PH
7/28/99

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 27 PM 12:19

RECEIVED

ARTICLES OF INCORPORATION
OF
LIBERTIS.COM, INC.

FILED
99 JUL 27 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of LIBERTIS.COM, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

LIBERTIS.COM, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

c/o Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M., the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 20,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the corporation's current registered agent at that address is Corporation Service Company.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Adrian De Lope	Emerson 234-801 Col. Polanco Mexico, D.F. Mexico 11560

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Adrian De Lope	Emerson 234-801 Col. Polanco Mexico, D.F. Mexico 11560

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

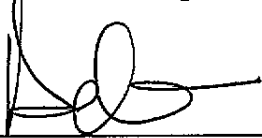
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 12th day of July, 1999.



Adrian De Lope

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That LIBERTIS.COM, INC., desiring to organize under the laws of the State of
Florida with its initial registered office, as indicated in the Articles of Incorporation,
at 1201 Hays Street, Tallahassee, FL 32301 has named Corporation Service Company
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named
above, at the place designated in this certificate, I agree to act in that capacity, to
comply with the provisions of the Florida Business Corporation Act, and am
familiar with, and accept, the obligations of that position.

Dated this 27th day of July, 1999.

Corporation Service Company

Deborah D. Skipper
By: _____

TPA1 #951195 v1

Deborah D. Skipper
as its agent

FILED
99 JUL 27 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA