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To: Division of Corporations
Fax Number : (850)922-4001

From: Sandra York
Account Name : STEEL HECTOR & DAVIS
Account Number : 071541002004
Phone : (305)577-4726
Fax Number : (305)577-7001

4 pages to follow

FLORIDA PROFIT CORPORATION OR P.A.

7/29/99

E-Appeal Solutions.com, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 1999

STREET HECTOR AND DAVIS

SUBJECT: E-APPEAL SOLUTIONS.COM, INC.
REF: W99000017502

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE COMPLETE THE RA ADDRESS IN ARTICLE 4.

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Becky McKnight
Document Specialist

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Letter Number: 499A00038537

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
E-Appeal Solutions.com, Inc.

ARTICLE I - NAME

The name of the corporation is E-Appeal Solutions.com, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is c/o Steel Hector & Davis LLP, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131; and the name of the initial registered agent of the Corporation at that address is Peter Kramer, Esquire.

Peter Kramer, Esquire
Florida Bar No. 438250
Steel Hector & Davis LLP
200 South Biscayne Boulevard, Suite, 4000
(305) 577-4726 (Attn: Sandra York)

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ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 326 71st Street, Miami Beach, FL 33140.

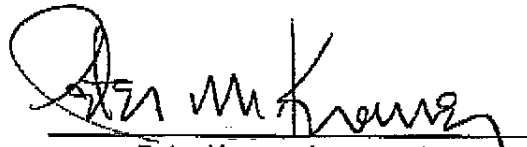
ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows: Peter Kramer, Esquire.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Peter Kramer, Esquire, c/o Steel Hector & Davis, LLP, 200 South Biscayne Boulevard, Suite 4000, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of July, 1999.


Peter Kramer, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

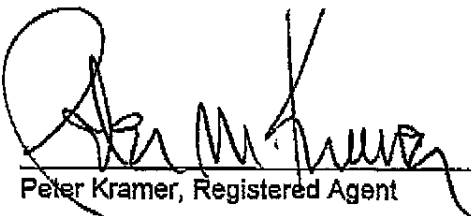
W I T N E S S E I H:

That E-Appeal Solutions.com, Inc., desiring to organize under the laws of the State of Florida, has named Peter Kramer, Esquire, c/o Steel Hector & Davis, LLP, 200 South Biscayne Boulevard, Suite 4000, Miami, FL 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the 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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 27th day of July, 1999 .


Peter Kramer, Registered Agent

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