

P99000076763

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

August 21, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ECOMalls, Inc.

700002968237--7
-08/24/99--01005--012
*****78.75 *****78.75

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
99 AUG 24 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten initials and date: 8-27-99

6/14/99

FILED
99 AUG 24 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles Of Incorporation

OF

ECOmalls, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is ECOMalls, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as director until the first annual meeting of shareholders or until their successors are elected and qualified are:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

George W. Leach
73 Leatherwood Road
Sylva, NC 28779

Ron Phillips
704 Baywood Drive
Sanford, Fl. 32773

SEVENTH: The name and address of the incorporator is:

George W. Leach
73 Leatherwood Road
Sylva, NC 28779

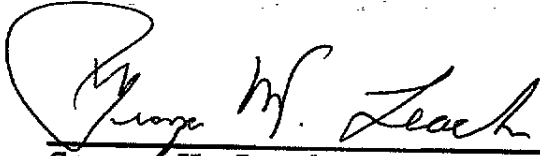
EIGHTH: The name and address of the initial
registered agent and the initial registered office is:

Ron Phillips
704 Baywood Drive
Sanford, Fl. 32773

NINTH: The mailing address and principal office of
the corporation is:

ECOmalls, Inc.
73 Leatherwood Road
Sylva, NC 28779

DATED: June 24, 1999


George W. Leach
Incorporator

AGENT

ACCEPTANCE OF REGISTERED

I hereby am familiar with and accept the duties and
responsibilities as registered agent of the corporation.


Ron Phillips