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FILED
99 AUG 30 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 26, 1999

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32399

800002973698--2
-08/30/99--01099--008
*****78.75 *****78.75

Enclosed please find the Articles of Incorporation for:

Serendipity Online, Inc.

and a check for \$78.75. Please send me a Certified copy of the
Articles. If there are any questions or problems, please advise.

Sincerely,



Bertram Shapero

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
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I.

The name of this corporation is Serendipity Online, Inc.

II.

The street address of the initial principal office and of the initial registered office is 3725 S. E. Ocean Blvd, Sewalls Point, FL 34996 and the registered agent at that office is Joanna Sander.

III.

The corporation is authorized to issue 100 shares of One Dollar Par Value Stock.

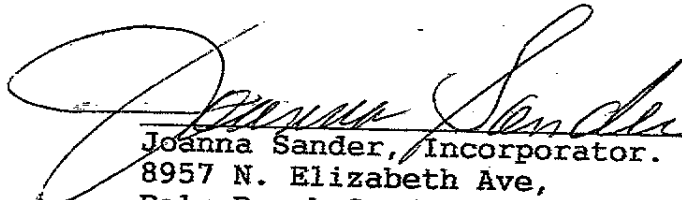
IV.

The incorporator of this corporation is Joanna Sander, 8957 N. Elizabeth Ave, Palm Beach Gardens, FL 33418.

V.

The initial board of directors consists of Jann Levin, 21 Island Rd, Stuart, FL 34996 and Joanna Sander, 8957 N. Elizabeth Ave, Palm Beach Gardens, FL 33418.

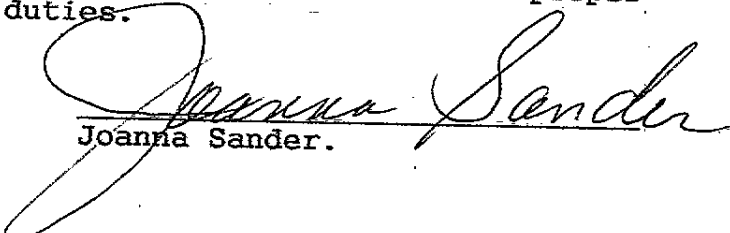
Date: AUG. 24, 1999


Joanna Sander, Incorporator.
8957 N. Elizabeth Ave,
Palm Beach Gardens, FL 33418

CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED AGENT

In compliance with Sections 48.091, 607 et al., the following is submitted:

Having been named to accept Service of Process for Serendipity Online, Inc., at the Place Designated in these Articles of Incorporation, I hereby accept said Appointment. I am familiar with and accept the obligations of this position and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Joanna Sander.