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Starkman &
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NationsBank Tower
100 Southeast 2nd Street
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P99000083275

September 10, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/16/99-01020--003
****122.50 *****78.75

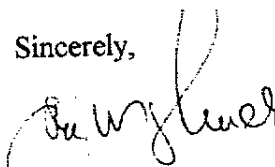
Re: Quiere.com, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for Quiere.com, Inc. for filing. I have also enclosed a check in the amount of \$122.50 for the cost of filing and a certified copy of the Articles.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Joel S. Magolnick

JSM/sg
Enclosure

FILED
99 SEP 16 AM 7:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The name of the corporation is:

QUIERE.COM, INC.

2. The period of its duration is perpetual.

3. The purpose is to operate a business enterprise as permitted under the laws of the State of Florida and the United States.

4. The corporation shall have authority to issue 100 shares, all of one class, \$.01 par value.

5. The address of its principal place of business is 100 S.E. 2nd Street, 37th Floor, Miami, Florida 33131.

6. The initial registered agent of the corporation is Joel S. Magolnick, Esq., 100 S.E. 2nd Street, 37th Floor, Miami, Florida 33131.

7. The number of directors constituting its initial board of directors is (2). The names and addresses of the officers and directors of this corporation, who shall hold office for the first corporate year or until their successors are chosen are:

Michael Magolnick
100 S.E. 2nd Street
37th Floor
Miami, FL 33131

Director, President and
Secretary

Joel S. Magolnick
100 S.E. 2nd Street
37th Floor
Miami, FL 33131

Director, Chief Executive
Officer

8. The name and address of the incorporator is Joel S. Magolnick, 100 S.E. 2nd Street, 37th Floor, Miami, Florida 33131.

9. Preemptive rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders, such of the shares of the stock of this corporation as may be issued for money (or any property or services) from time to time, in addition to that stock authorized (and issued) by the

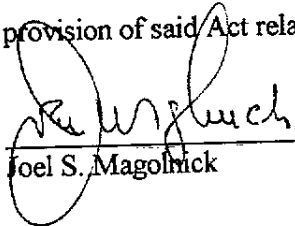
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

First--that QUIERE.COM, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, State of Florida, has named Joel S. Magolnick, Esq., 100 S.E. 2nd Street, 37th Floor, Miami, Florida 33131, 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 agree to comply with the provision of said Act relative to keeping open said office.

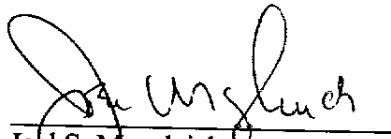

Joel S. Magolnick

corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

10. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than fifty-one percent (51%) of all of the issued and outstanding shares.

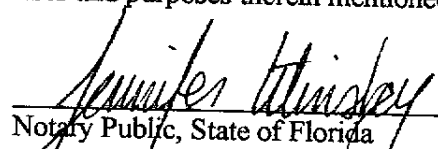
11. The business and affairs of the Corporation shall be managed by the Board of Directors who need not be stockholders of the Corporation. Any action of the Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of the stockholders holding a majority of the stock of the Corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless determined by the Board of Directors at or before the time of issuance thereof.

Dated this 7th day of September 1999.


Joel S. Magolnick

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Joel S. Magolnick, personally known to me, and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge that he made and subscribed same for the uses and purposes therein mentioned and set forth.


Notary Public, State of Florida

My commission expires:

 Jennifer Ginsky
My Commission CC805984
Expires December 8, 2000