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LAW OFFICES
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ESTABLISHED 1968

ALSO ADMITTED IN
DISTRICT OF COLUMBIA

October 19, 1999

Division of Corporations
Office of the Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

100003020711--1
-10/21/99--01057--003
****122.50 *****78.75

Re: Internet Funding Group, Inc.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate Designating Registered Agent of **Internet Funding Group, Inc.**

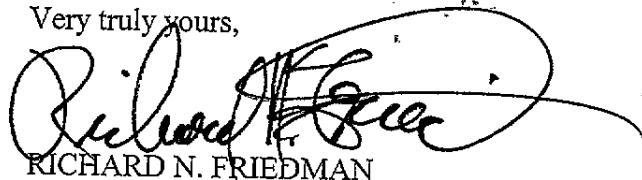
The one duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscriber(s) in the same manner and form as the original. Please accept the Articles of Incorporation for filing and return to me one copy as soon as possible.

You will find enclosed a check in the amount of \$122.50 to cover the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	35.00
One certified copy of the Articles of Incorporation	<u>52.50</u>
TOTAL	\$ <u>122.50</u>

Your earliest attention to the foregoing will be greatly appreciated.

Very truly yours,


RICHARD N. FRIEDMAN

RNF/lmb
Enclosures

99 OCT 21 AM 9:56
TALLAHASSEE, FLORIDA

ajc 10/25

**ARTICLES OF INCORPORATION
OF
INTERNET FUNDING GROUP, INC.**

ARTICLE I - NAME

The name of this corporation is **INTERNET FUNDING GROUP, INC.**, (hereinafter "Corporation").

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes: To engage in all facets of the internet and financial businesses, and to do all or anything connected therewith or incidental thereto in connection with the foregoing, and for the purpose of transacting any or all lawful businesses of any kind or description permitted by law.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of one-tenth of one cent (\$.001) par value common stock, which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

99 OCT 21 AM 9:56
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT; REGISTERED AGENT

The street address of the initial registered office of this Corporation is:

**Suite 209
9655 South Dixie Highway
Miami FL 33156**

and the name of the initial registered agent of this Corporation is:

Richard N. Friedman

The name and street address of the Resident Agent is:

**Richard N. Friedman
Suite 209
9655 South Dixie Highway
Miami FL 33156**

ARTICLE VII - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is located at:

**468 Camden Drive, Suite 200
Beverly Hills CA 90210**

The principal office of the Corporation may be changed from time to time by the Directors of the Corporation by a resolution or by an amendment to the Corporation's By-Laws.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

**Roland Perry
468 Camden Drive, Suite 200
Beverly Hills CA 90210**

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

Richard N. Friedman

Suite 209

9655 South Dixie Highway

Miami FL 33156

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. In addition, this Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any By-Law, agreement, vote of shareholders or vote of disinterested directors, or otherwise, both as to actions taken in a person's official capacity and as to actions taken in another capacity while holding such office.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 19th day of October, 1999.

Richard N. Friedman
RICHARD N. FRIEDMAN, Subscriber

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :
SS. :

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard N. Friedman, X known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who

presented _____ as identification, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 19 day of October, 1999.



My commission expires:

NOTARY PUBLIC :

Sign:

Print:

Linda M. Isrel
LINDA M. ISREL

TALLAHASSEE, FLORIDA
99 OCT 21 AM 9:56
FILED

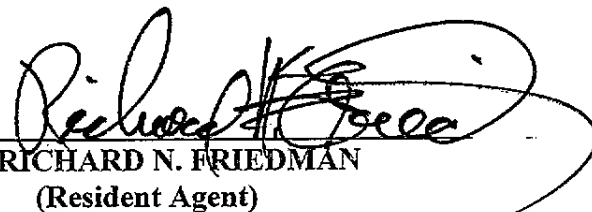
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Florida Statutes, Section 48.081, the following is submitted, in compliance with said Statute:

First, that INTERNET FUNDING GROUP, 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 Beverly Hills, County of Los Angeles, State of California, has named Richard N. Friedman, located at Suite 209, 9655 South Dixie Highway, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Statute, to keep open said office. I am familiar with, and accept, the obligations provided for in Florida Statutes, Sections 607.0501 and 607.0505.

By: 
RICHARD N. FRIEDMAN
(Resident Agent)
(Registered Agent)