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

From: Account Name : STEEL HECTOR & DAVIS
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FLORIDA PROFIT CORPORATION OR P.A.

The Internet Factory.com, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
THE INTERNET FACTORY.COM, INC.**

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TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of the corporation is The Internet Factory.com, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or 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 20,000,000 shares of Common Stock, par value \$.001 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 Corporation 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 2600 S.W. Third Avenue, Third Floor, Miami, Florida 33129 and the name of the initial registered agent at that address is Graham E. Cooke.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 2600 S.W. Third Avenue, Third Floor, Miami, Florida 33129.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors 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 directors of the Corporation are:

(i) Graham E. Cooke, 2600 S.W. Third Avenue, Third Floor, Miami, Florida 33129, and (ii) Claudio Silvestri, 2600 S.W. Third Avenue, Third Floor, Miami, Florida 33129.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Graham E. Cooke, 2600 S.W. Third Avenue, Third Floor, Miami, Florida 33129.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of November, 1999.

By: 
Graham E. Cooke

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

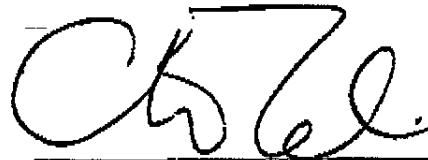
WITNESSETH:

The Internet Factory.com, Inc., desiring to organize under the laws of the State of Florida, has named Graham E. Cooke, located at 2600 S.W. Third Avenue, Third Floor, Miami, Florida 33129, 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 15 day of November, 1999.



Graham E. Cooke

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