

BRUCE E.
SHEMROCK, ESQ.

ATTORNEY AT LAW

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FILED
99 NOV 29 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-11/29/99-01093-020
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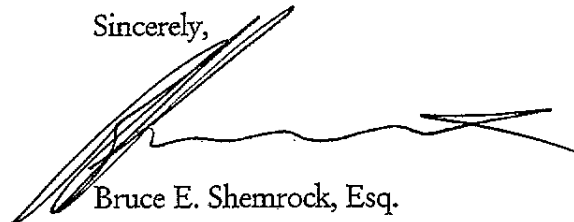
RE: ONLINE COMMERCE SOLUTIONS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for 78.75 filing fee & certificate;

FROM: Bruce E. Shemrock, Esq
Attorney of Record
2701 W. Oakland Park Blvd, Suite 100
Ft. Lauderdale, FL 33311
DAYTIME TELEPHONE NUMBER: 954.453.3368

Please use the address below for all correspondence:

Sincerely,



Bruce E. Shemrock, Esq.

2701 WEST OAKLAND PARK BLVD., SUITE 100, FORT LAUDERDALE, FLORIDA 33311

PHONE: 954.453.3368 FAX: 954.453.3193

EMAIL: bshemrock@kamtel.net

D. BROWN DEC - 2 1999

**ARTICLES OF INCORPORATION
OF**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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ARTICLE I NAME

The name of the corporation shall be:

ONLINE COMMERCE SOLUTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**11111 Biscayne Blvd, Suite PH57
N Miami, FL 33181**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

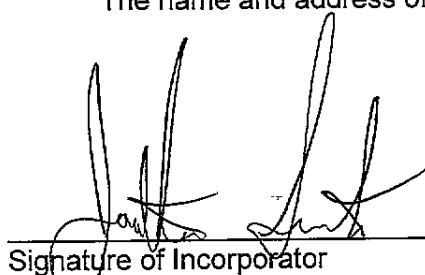
The name and Florida street address of the initial registered agent are:

Bruce E. Shemrock, Esq.
2701 W. Oakland Park Blvd., Suite 100
Ft. Lauderdale, FL 33311

ARTICLE V INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

Jonothan Sorota
11111 Biscayne Blvd, Suite PH57
N. Miami, FL 33181



Signature of Incorporator

November 16, 1999

Having been named as registered agent ant to accept service of process for the above stated corporation at the place designated in this certficate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the oblgations of my position as registered agent.



Signature of Registered Agent

November 16, 1999