

P99000104817



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 490286 7198313

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70

ORDER DATE : November 22, 1999

ORDER TIME : 3:07 PM

ORDER NO. : 490286-005

400003059514--0

CUSTOMER NO: 7198313

CUSTOMER: Mr. Luis G. Barrios
MR. LUIS G. BARRIOS
MR. LUIS G. BARRIOS
2826 S.w. 32nd Court

Miami, FL 33133

DOMESTIC FILING

NAME: R2K.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 AM 10:20

RECEIVED
99 DEC -2 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC -2 AM 10:20

ARTICLES OF INCORPORATION
OF

R2K.COM, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

R2K.COM, INC.

The address of the principal office of this corporation shall be 2826 Southwest 32nd Court, Miami, Florida 33133, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2826 Southwest 32nd Court, Miami Florida 33133, and the name of the initial registered agent of the corporation at that address is Mr. Luis G. Barrios.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

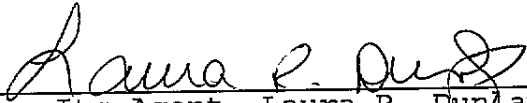
Luis G. Barrios	2826 Southwest 32nd Court
Dir.	Miami, Florida 33133

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on November 23, 1999.


Its Agent, Laura R. Dunlap

CRL

Nov. 24. 1999 2:50PM 6365445

No. 5402 P. 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC -2 AM 10:20

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Mr. Luis G. Barrios, R2K.COM, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

R2K.COM, INC.

Mr. Luis G. Barrios, R2K.COM is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

R2K.COM

Typed Name: Mr. Luis G. Barrios,