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TEMPLER & HIRSCH
ATTORNEYS AT LAW

20801 Biscayne Blvd., Suite 400
Miami, Florida 33180
Telephone (305) 937-2700

29 November 1999

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

Attn: New Filings

Re: e-retail inc.

000003065340--6
-12/09/99--01056--001
*****78.75 *****78.75


Dear Sir or Madam:

Enclosed please find executed articles of incorporation for the above-referenced organization and our check in the sum of \$78.75 made payable to your order. Please register the corporation, have a corporate document number assigned and return the certificate with articles to this office.

If you have any questions, please call anytime.

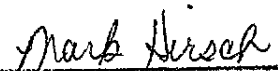
Respectfully,

TEMPLER & HIRSCH

BY: 
Mark N. Hirsch, Esq.

MH:df

Encls. stated

 CAVE
AUTHORIZATION BY PHONE TO
CORRECT art IV & VI
DATE 12-14-99
DOC. EXAM BA

FILED
99 DEC -9 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER DEC 14 1999

ARTICLES OF INCORPORATION

OF

e-retail inc.

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99 DEC -9 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, F.S. Chap. 607, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the incorporation shall be: e-retail inc.

The principal place of business of this corporation shall be:

e-retail inc.
20227 Northeast 15th Court
Miami, FL 33179

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact 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: CAPITOL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 @ \$ 1.00 par value

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Gary Hirsch, Pres. & Director
20227 Northeast 15th Court
Miami, FL 33179

ARTICLE VI: NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to this document is:

Gary Hirsch
20801 Biscayne Blvd., Suite 400
Miami, Florida 33180
TEL: (305) 937-2700

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29TH day of November, 1999.



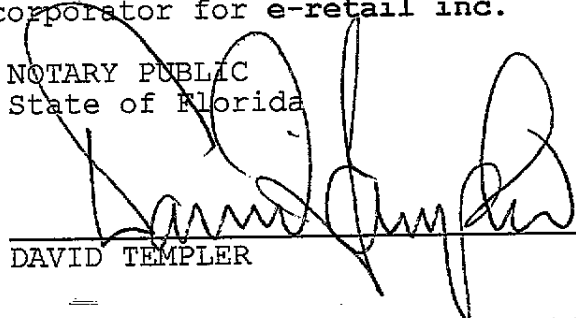
Gary Hirsch

SIGNATURE ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF DADE

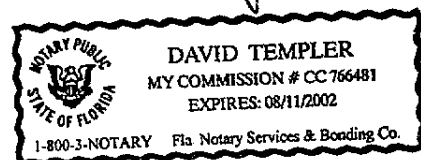
THE FOREGOING instrument was acknowledged and sworn before me this 29TH day of November, 1999, by Gary Hirsch, who is personally known to me, as incorporator for e-retail inc.

NOTARY PUBLIC
State of Florida



DAVID TEMPLER

My commission expires: _____



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provision of Florida Statute § 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

e-retail inc.

2. The name and address of the registered agent and office is (P.O. Box is not acceptable):

Mark Hirsch, Esq.
20801 Biscayne Blvd., Suite 400
Aventura, FL 33180

Signature: 
Gary Hirsch, Pres.

Date: 11-29-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above-named corporation at the place designated in this Certificate, 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 I am familiar with and accept the obligations of my position as Registered Agent.

Signature: 

Date: 11-29-99