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CUNNINGHAM & CUNNINGHAM, P.A.

F. MALCOLM CUNNINGHAM, SR. (1927-1978)

T. J. CUNNINGHAM*

KIMBERLY J. CUNNINGHAM*

THOMAS J. CUNNINGHAM, JR.

PERSONAL INJURY & WRONGFUL DEATH

GENERAL PRACTICE

*ALSO MEMBER OF D.C. BAR

1897 PALM BEACH LAKES BOULEVARD

CROSS ROADS BUILDING, SUITE 201

WEST PALM BEACH, FLORIDA 33409

PHONE (561) 683-2900

FAX (561) 683-2130

November 17, 1999

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

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-11/19/99--01057--010

*****78.75 *****78.75

Re: Articles of Incorporation of
Over The Top, Inc.


Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for Over The Top, Inc. hereby submitted for filing and a check in the amount of \$78.75 as payment of the applicable fees:

Articles Incorporation	\$ 35.00
Designation of and Acceptance by Resident Agent.....	35.00
Certified Copy	8.75
TOTAL	\$ 78.75

Please forward the certified copy of the documents to the Firm's address as noted above.

Very truly yours,


Kimberly J. Cunningham
KJC/bw

Enclosures - Articles
Check

F. CHASSON

DEC 1 6 1999

99 26975

F. CHASSON

NOV 23 1999

FILED

DEC 13 AM 11:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(C)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 23, 1999

KIMBERLY J CUNNINGHAM ESQUIRE
1897 PALM BEACH LAKES BLVD STE 201
WEST PALM BEACH, FL 33409

SUBJECT: OVER THE TOP, INC.
Ref. Number: W99000026975

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for OVER THE TOP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 099A00056088

ARTICLES OF INCORPORATION
OF
WOW! This Is It, Inc.

The undersigned incorporators, for the purpose of forming a corporation, for profit, under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is WOW! This Is It, Inc.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 18062 SW 33rd Street, Miramar, Florida 33029.

ARTICLE III
EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of the State, State of Florida; and shall have perpetual existence.

ARTICLE IV
PURPOSE

The general purposes for which the corporation is organized are:

1. To engage and unite Internet Shoppers in the business of subscription based direct E-mail marketing.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one (1000) thousand. Such shares shall be of a single class, and shall have a par value of one (\$1.00) dollar per share, unless otherwise stated in these Articles, or any Amendment to these Articles. There shall be one (1) class of stock of this corporation, common stock.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 18062 S.W. 33rd Street, Miramar, Florida, 33029, and the name of its initial registered agent at such address is CHARLES D. MURPHY.

ARTICLE VII DIRECTORS

The number of directors constituting the corporation's initial Board of Directors is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NUMBER OF SHARES

SANDRA J. HOLMES - President/Treasurer
16496 S.W. 1st Street
Pembroke Pines, Florida 33027

100

CHARLES D. MURPHY - Vice President/Secretary
18062 S.W. 33rd Street
Miramar, Florida 33029

100

ARTICLE VIII
INCORPORATORS


The name and address of each incorporator is:

SANDRA J. HOLMES
16496 S.W. 1st Street
Pembroke Pines, Florida 33027

CHARLES D. MURPHY
18062 S.W. 33rd Street
Miramar, Florida 33029

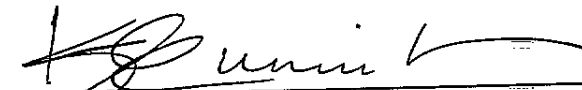
IN WITNESS WHEREOF, the undersigned Incorporators have
executed these Articles of Incorporation this 16th day of November,
1999.


SANDRA J. HOLMES


CHARLES D. MURPHY

CUNNINGHAM & CUNNINGHAM, P.A.
1897 Palm Beach Lakes Boulevard
Cross Roads Building, Suite 201
West Palm Beach, Florida 33409

BY:



KIMBERLY J. CUNNINGHAM
Florida Bar No. 0074421
Attorney for Incorporators

TELEPHONE: 561/683-2900

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments, in the State and County set forth above, personally appeared CHARLES D. MURPHY and SANDRA J. HOLMES, known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 16th day of November, 1999.



NOTARY PUBLIC

MY COMMISSION EXPIRES:



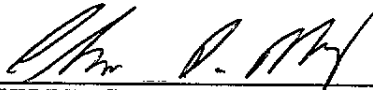
Kimberly Cunningham
My Commission **CC788244**
Expires November **4, 2002**

APPOINTMENT OF REGISTERED AGENT

WOW! This Is It, Inc. by and through its initial Board of Directors, hereby appoint CHARLES D. MURPHY, as Registered Agent, pursuant to Florida Statute Section 607, for the acceptance of process of service at the corporate principal place of business, 18062 S.W. 33rd Street, Miramar, Florida 33029, this 7 day of December, 1999.




SANDRA J. HOLMES



CHARLES D. MURPHY

I, CHARLES D. MURPHY, hereby accept the appointment as Registered Agent for WOW! This Is It, Inc. and will perform all duties required under Florida Statute 607.

DATED this 7 day of December, 1999.



CHARLES D. MURPHY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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