



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 527511 8796A

AUTHORIZATION :

Patricia Pajito

EFFECTIVE DATE

12-16-99

COST LIMIT : \$ 70

ORDER DATE : December 23, 1999

ORDER TIME : 12:11 PM

ORDER NO. : 527511-005

CUSTOMER NO: 8796A

600003079516--9

CUSTOMER: William J. Schifino, Esq
SCHIFINO & FLEISCHER
SCHIFINO & FLEISCHER
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

DOMESTIC FILING

NAME: TREKSTAR.COM CORPORATION

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:

Pat 12/23/99

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TrekStar.com Corporation

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

Corporate Name

EFFECTIVE DATE

12-16-99

The name of this Corporation shall be:

TrekStar.com Corporation

ARTICLE II

Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

815 South Oregon
Tampa, Florida 33606

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000,000 shares of Capital Stock consisting of 8,000,000 of Common Stock with a par value of \$0.01 per share and 2,000,000 shares of Preferred Stock with a par value of \$0.01 per share.

A. Preferred Stock. Shares of Preferred Stock may be issued from time to time, in one or more series, with such designations, assigned values, preferences and relative, participating, optional or other rights, qualifications, limitation or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors from time to time, pursuant to the authority herein given, a copy of which resolution or resolutions shall have been set forth in a certificate made, executed, acknowledge, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series.

Except as limited elsewhere in this Article IV, the rights, preferences and privileges of the shares in any series shall be determined by the Board of Directors who shall have the power to decide on the following terms:

- (a) whether the shares of preferred stock shall be participating;

(b) the dividend rate or rates, if any, on the shares of preferred stock and the relation which dividends of preferred stock shall bear to the dividends payable on any other class or classes or of any other series of any class or classes of capital stock of the corporation;

(c) the terms and conditions upon which and the periods in respect to which any such dividends shall be payable;

(d) whether and upon what conditions any dividends of preferred stock shall be cumulative, and if cumulative, the date or dates from which dividends shall accumulate;

(e) whether the shares shall be limited in dividends, if any or whether they shall participate in dividends over and above the dividend rate, if any, provided for the shares;

(f) whether any such dividends shall be payable in cash, in shares of such series, in shares of any other class or classes or of any other series of any class or classes of capital stock of the corporation, or in other property, or in more than one of the foregoing;

(g) whether the shares of preferred stock shall be redeemable or callable, the limitations and restrictions with respect to such redemption or call, the time or times of redemption, and the price or prices (which may be greater than par value) at which and the manner in which shares shall be redeemable or callable, including the manner of selecting shares for redemption if less than all shares are to be redeemed or called;

(h) whether the shares of preferred stock shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether and upon what conditions the purchase, retirement or sinking fund shall be cumulative on non-cumulative, and the extent to which and the manner in which the fund shall be applied to the purchase or redemption of the shares for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(i) the terms on which preferred stock shall be convertible into or exchangeable for shares of any other class or classes of capital stock of the corporation, and the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange;

(j) the extent to which holders of preferred stock shall be entitled to vote generally with respect to matters relating to the corporation and the matters on which the holders of preferred stock shall be entitled to vote as a class;

(k) the preferences in respect to the assets of the corporation upon liquidation or winding up of the corporation including the amount (which may be greater than par value) payable to holders of preferred stock before any amount is payable to holders of common stock;

(l) any other preferences, privileges and powers, and relative, participating, optional or other special rights and qualifications of or limitations or restrictions which the Board of Directors may deem advisable, provided they are not inconsistent with the provisions of these Articles of Incorporation.

All shares of preferred stock shall be of equal rank, and shall be identical in all respects except in respect of the particulars that may be fixed by the Board of Directors as herein above provided. All shares of each series shall be identical in all respects.

B. Common Stock

(a) Whenever cash dividends upon the preferred stock at the time outstanding, to the extent of the preference to which such stock is entitled, shall have been paid in full for all past dividend periods or declared and set apart for payment, such dividends, payable in cash, stock or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors, and paid from time to time to the holders of common stock out of the remaining net profit or surplus of the corporation.

(b) In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the preferred stock of the full amounts to which they shall be entitled, as provided by the Board of Directors in the resolution or resolutions by which it authorized the issuance of such stock, shall be divided and distributed among the holders of the common stock according to their respective shares.

ARTICLE IV

Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

William J. Schifino, Esq.
Schifino & Fleischer, P.A.
One Tampa City Center
201 N. Franklin Street, Suite 2700
Tampa, Florida 33602

ARTICLE VI

Incorporator

The name and street address of the incorporator of this Corporation are as follows:

William C. Knopke, II
815 South Oregon
Tampa, Florida 33606

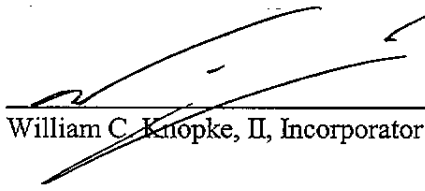
ARTICLE VII

Initial Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation but shall never be less than one. The initial Board of Directors shall consist of three members, the names and street addresses of each are:

<u>Name</u>	<u>Address</u>
William C. Knopke, II	815 South Oregon Tampa, Florida 33606
Brian M. Lee	27130 Sea Breeze Way Wesley Chapel, Florida 33543
Armando G. Remo, Jr.	8706 Maple Lake Place Tampa, Florida 33635

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of December, 1999.

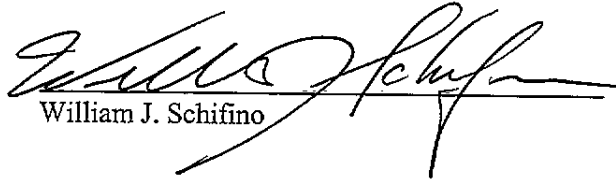


William C. Knopke, II, Incorporator

**TREKSTAR.COM CORPORATION
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, William J. Schifino, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 11th day of December, 1999.


William J. Schifino

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA