

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

INTERNAT. COM. INC.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION

- | | |
|---|---|
| 1. Name and address of the corporation. | 3. State(s) in which the corporation: |
| 2. Full name (including aliases) and address of each person involved. | (a) Was incorporated. (b) Has transacted business. |
| | 4. Dates of corporate operation. |
| | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is JUL 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I/we have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] BY _____

PRINT NAME THOMAS R. CASTELLANOS PRINT NAME _____

TITLE PRESIDENT DATE 5/13/99 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

EXPEDITED
AZ. CORP. COMMISSION
FILED

MAY 13 1999

APPR. Jeri Little
TERM
DATE 5/13/99

**ARTICLES OF INCORPORATION
OF
WHITEHAT.COM, INC.**

-0875333-

LESM
05/24/99

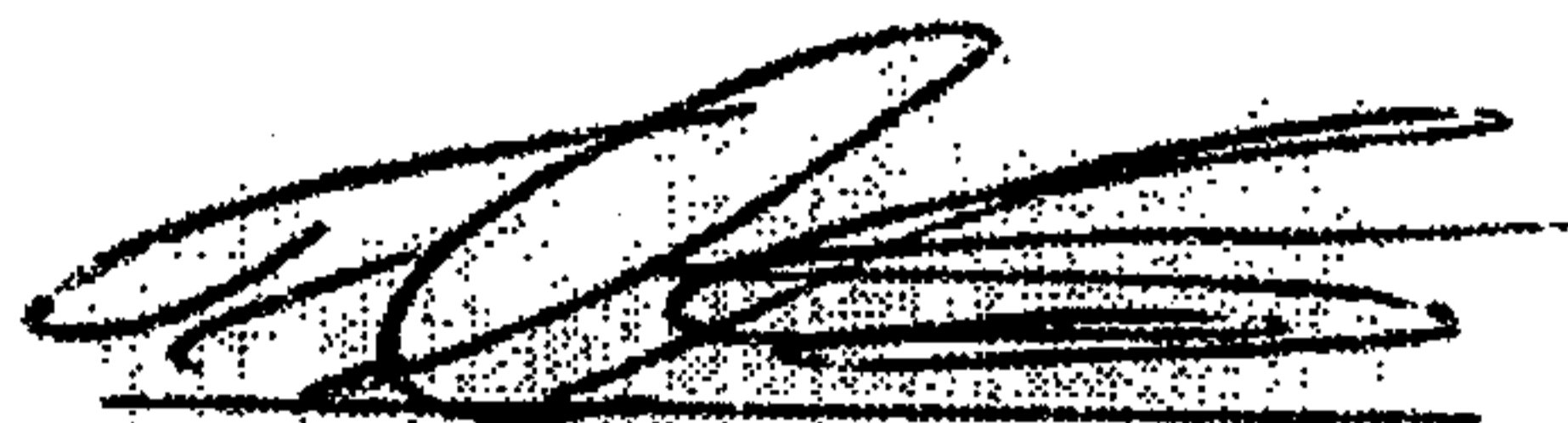
1. Name. The name of the corporation is WHITEHAT.COM, Inc.
2. Purpose. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of Arizona, as they may be amended from time to time.
3. Statutory Agent. The name and address in the State of Arizona of the corporation's statutory agent:

Thomas Castellanos
1950 E. Watkins
Suite 160
Phoenix, Arizona 85034

4. Authorized Shares. The corporation is authorized to issue one class of shares designated as "common stock". The authorized number of shares of common stock is 1,000,000.
5. Initial Board of Directors. The initial board of directors shall consist of one director. The name and address of the person who is to serve until the first annual meeting of the shareholders or until his successors are elected and qualifies is Rodney L. Joffe, 1950 E. Watkins, Suite 160, Phoenix Arizona 85034. The number of persons to serve on the board of directors thereafter shall be fixed by the bylaws.
6. Incorporator. The name and address of the incorporator is Thomas R. Castellanos, 1950 E. Watkins, Suite 160, Phoenix Arizona 85034. All powers and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.
7. Indemnification of Directors, Employees and Agents. The liability of the directors, employees and agents of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Arizona Revised Statutes, as the same exists or may hereafter be amended. No repeal, amendment or modification of this article, whether direct or indirect shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

8. Initial Business. The Corporation initially intends to conduct email services and internet hosting services.

The undersigned incorporator has executed the foregoing Articles of Incorporation this 12 May 1999.



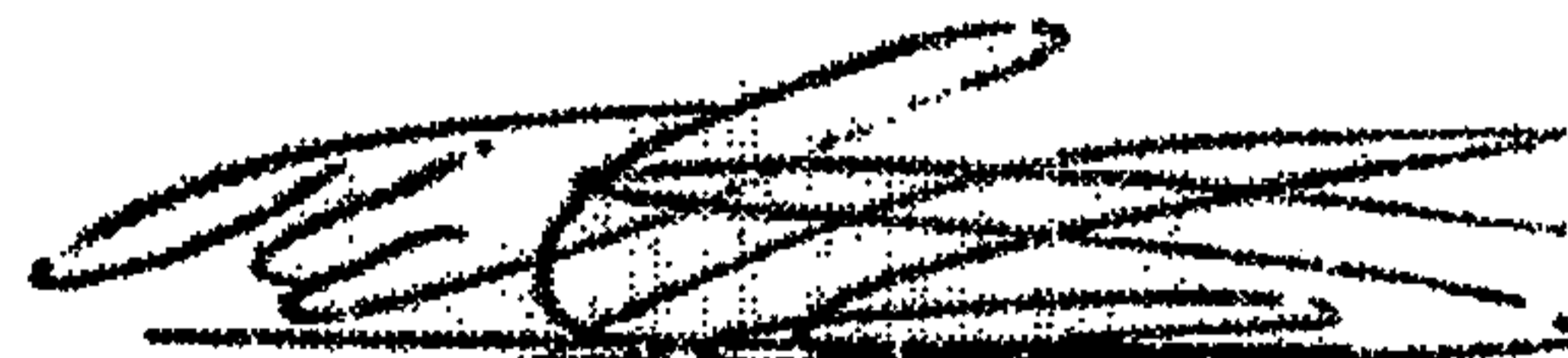
THOMAS R. CASTELLANOS

Phone: 602.382.2550

Fax: 602.252.3720

Acceptance and Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the Corporation effective this 12 May 1999.



THOMAS R. CASTELLANOS