

F 00000000000000000000 515
GERALD B. FINCKE
Attorney at Law

867 S. Atlantic Avenue
Ormond Beach, Florida 32176
904-677-2440
FAX 904-676-7781

300 N. Atlantic Avenue
Daytona Beach, Florida 32118
904-257-5077
FAX 904-257-5367

January 19, 2000

600003107906--8
-01/24/00--01081--003
*****70.00 *****70.00


Department of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Please find enclosed a check in the amount of \$70 to register AlmanacUSA.com Inc. as a foreign corporation to transact business in the State of Florida pursuant to the enclosed Application. Please address your return correspondence to the undersigned at the following address:

Gerald B. Fincke
c/o Ocean Walk Properties
326 N. Atlantic Avenue
Daytona Beach, Florida 32118

Very truly yours,



Gerald B. Fincke

FILED
00 JAN 24 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

unt
1/28

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Almanac USA.com Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 59-3613850
(FBI number, if applicable)
4. January 3, 2000
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 3, 2000
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 410 Ocean Walk Properties
326 N. Atlantic Avenue
Daytona Beach, FL 32118
(Current mailing address)
8. To engage in any lawful act or activity which corporations may perform under Florida and Delaware law.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Gerald B. Fincke
410 Ocean Walk Properties
Office Address: 326 N. Atlantic Avenue
Daytona Beach Florida, 32118
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gerald B. Fincke
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
JAN 24 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Names and addresses of officers and/or directors.

A. Directors:Chairman: Gordon H. McNeil (McNEIL)Address: 44 Oak Meadow Trail
Pittsford, NY 14534~~Director~~
Vice Chairman: George D. Anderson (ANDERSON)Address: 3010 Peninsula Drive
Daytona Beach, FL 32118Director: Gerald B. Fincke (FINCKE)Address: 978 Breezewood Court
Port Orange, FL 32127Director: George Karamitos (KARAMITOS)Address: 635 N. Atlantic Avenue
Daytona Beach, FL 32118**B. Officers:**Vice President: ~~Steve~~ Bruce Hermann (HERMANN)Address: 360 Pelican Avenue
Daytona Beach, FL 32118Vice President: Kevin Roberts (ROBERTS)Address: 8 Torrey Pines Court
Ormond Beach, FL 32174Secretary: Gerald B. Fincke (FINCKE)Address: 978 Breezewood Court
Port Orange, FL 32127Treasurer: Mark McDonald (McDONALD)Address: 105 Jubilee Circle
Daytona Beach, FL 32124

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

12. Mark C. McDonald

(Signature of Chairman, Vice Chairman, or any officer listed in number 11 of the application)

13. Mark McDonald, Treasurer

(Type or print name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 24 PM 1:30

FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALMANACUSA.COM INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JANUARY, A.D. 2000, AT 11 O'CLOCK A.M.

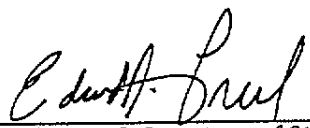
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

FILED
00 JAN 24 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3152799 8100

001001417


Edward J. Freel, Secretary of State

0186581

AUTHENTICATION:

01-07-00

DATE:

CERTIFICATE OF INCORPORATION
-of-
AlmanacUSA.com Inc.

First: The name of the Corporation is :

AlmanacUSA.com Inc.

Second: The address of the Corporation's registered office in the State of Delaware is:

9 East Loockerman Street
Dover, DE 19901
County of Kent

The name of the registered agent of the Corporation at such address is:

Colby Attorneys Service Co., Inc.

Third: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Fourth: The total number of shares of stock which the Corporation shall have authority to issue is 20,000,000, all being Common Shares with a par value of One Cent (\$.01) per share.

Fifth: The name and mailing address of the incorporator are as follows:

Gerald B. Fincke
c/o Ocean Walk Properties, Ltd.
326 N. Atlantic Avenue
Daytona Beach, Florida 32118.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true under penalty of perjury, and I have accordingly hereunto set my hand this 19th day of November, 1999.


Gerald B. Fincke

FILED
00 JAN 24 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA