

Dan Dailey
1508 SE 6th Street
Deerfield Beach, FL 33441
September 17, 1999

Reference Letter W99000020569

Shawn Logan
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Shawn:

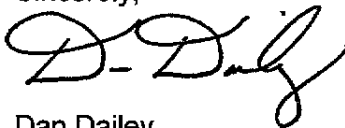
This is to follow up on a telephone conversation with Diane explaining that you have made a mistake in the processing of the paperwork. There are two parts to the initial letter.

1. Articles of Dissolution for inflightonline.com a Florida Corporation. This paperwork was filed with you correctly and you should have recorded it when you received the initial letter. About August 15th. Therefore, it would be appreciated if you would back date the recording so the 120 waiting period could begin at that date. Diane indicated this would be appropriate as you made the mistake in handling the paperwork.

2. A request for a Foreign Corporation to transact Business in Florida named inflightonline.com of Delaware. This company has no relationship to the company being dissolved and will register under the DBA of IFOL.com for Florida until such time as the 120 period expires in which case it will assume the name inflightonline.com for Florida transactions. See separate letter.

Enclosed is a check for \$87.50 as required.

Sincerely,

A handwritten signature in black ink, appearing to read "D. Dailey", written in a cursive style.

Dan Dailey

inflightonline.com

245 North Ocean Blvd., Deerfield Beach, FL 33441 Phone (954) 428-1919 Fax (954) 428-1901

SEPTEMBER 17, 1999

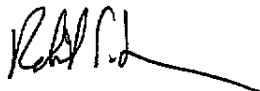
Shawn Logan
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

REF: W 99000020569

Dear Shawn:

Enclosed is a request for a Foreign Corporation to transact Business in Florida named inflightonline.com of Delaware. This company has no relationship to the Florida Corporation that has been dissolved of the same name (inflightonline.com). It applies to register under the DBA of IFOL.com for Florida until such time as the 120 period expires for the Florida Corporation of the same name. After that time it desires to assume the name inflightonline.com for Florida transactions.

Sincerely,



Robert S. Iversen
Director



February 7, 2000

Ms. Diane Cushing
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Diane,

Enclosed is the letter we discussed on the telephone.

There are two different issues:

1. inflightonline.com, Inc. of Florida which was dissolved. This is not our company.
2. inflightonline.com, Inc. of Delaware which is doing business in Florida and wants to assume the name of inflightonline.com. This is a problem for our company as we can not obtain local licenses without your authorization to do business.

We were told by you that we would operate as IFOL.com (DBA) until inflightonline.com, Inc. of Florida was dissolved and the name released. This was months ago.

Thank you for your help.

Robert S. Iversen
Inflightonline.com
A Delaware Corporation

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

Paula S. Belcher
215-665-3885
belcherps@bipc.com

Eleven Penn Center, 14th Floor
1835 Market Street
Philadelphia, PA 19103-2985
Telephone: 215-665-8700
Fax: 215-665-8760

April 11, 2000

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attention: Ms. Diane Cushing

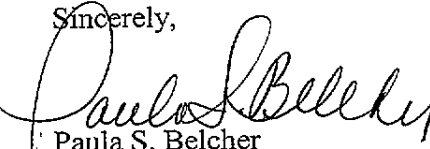
Re: inflightonline.com, Inc. (the "Company")

Dear Ms. Cushing:

This letter is in furtherance of our telephone conversation regarding the Company's application to do business in the State of Florida as a foreign corporation. It is my understanding from that conversation that the Company's application will be complete when it has submitted a Certificate of Good Standing from its domestic jurisdiction, Delaware. Enclosed please find an original Certificate of Good Standing issued from by the Secretary of State of the state of Delaware on behalf of the Company.

Kindly acknowledge receipt of the aforesaid enclosure by either time-stamping the enclosed copy of this letter or marking it as received, indicating the date of receipt and returning the same to the undersigned in the self-addressed enveloped enclosed.

Sincerely,


Paula S. Belcher
Legal Assistant

PSB/dbm
Enclosures

cc: Vincent A. Vietti, Esquire
Robert Iversen
Ms. Mimi Conboy, Bank Atlantic (via facsimile 954-428-2635)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 7, 1999

DAN DAILEY
ORIRIS ENTERTAINMENT
245 N OCEAN BLVD 3RD FLOOR
DEERFIELD BEACH, FL 33441

SUBJECT: INFLIGHTONLINE.COM, INC.
Ref. Number: W99000020569

We have received your document for INFLIGHTONLINE.COM, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 099A00044133



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 23, 1999

DAN DAILEY
ORIRIS ENTERTAINMENT
245 N OCEAN BLVD 3RD FLOOR
DEERFIELD BEACH, FL 33441

SUBJECT: INFLIGHTONLINE.COM, INC.
Ref. Number: W99000020569

We have received your document for INFLIGHTONLINE.COM, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

As to date our records do not indicate articles of dissolution have been filed.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 199A00046584



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 12, 2000

DAN DAILEY
ORIRIS ENTERTAINMENT
245 N OCEAN BLVD 3RD FLOOR
DEERFIELD BEACH, FL 33441

SUBJECT: INFLIGHTONLINE.COM, INC.
Ref. Number: W99000020569

We have received your document for INFLIGHTONLINE.COM, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We have had no response to our letter dated September 23, 1999. So therefore, we are returning the attached to you.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 600A00001572

Florida corporation has dissolved.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2000

ROBERT S. IVERSEN
245 NORTH OCEAN BLVD., SUITE 311
DEERFIELD BEACH, FL 33441

SUBJECT: INFLIGHTONLINE.COM, INC.
Ref. Number: W00000003875

We have received your document for INFLIGHTONLINE.COM, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

You have submitted a certified copy of the articles and that isn't what we need.

Please return 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 700A00007532

**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. INFLIGHTONLINE.COM, INC. DBA: IFOL.COM
(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, USA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JULY 8th, 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. SEPTEMBER 2, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. _____
245 N. OCEAN BLVD., 3rd FLOOR, DEERFIELD BEACH, FLORIDA 33441
(Current mailing address)

8. SERVICE COMPANY - CONTENT PROVIDER ON THE INTERNET
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

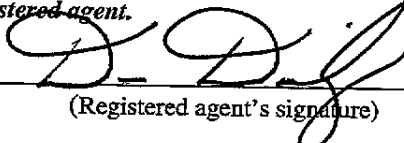
Name: DAN DAILEY

Office Address: 245 N. OCEAN BLVD., 3rd FL.

DEERFIELD BEACH, Florida, 33441
(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.


(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
00 APR 12 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: DAN DAILEY

Address: 1508 SE 6th STREET

DEERFIELD BEACH, FL 33441

Director: ROBERT IVERSEN

Address: 31 S. COMPASS DRIVE

FT. LAUDERDALE, FL 33308

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: DAN DAILEY

Address: 1508 SE 6th STREET

DEERFIELD BEACH, FL 33441

Vice President: DAN DAILEY

Address: SAME AS ABOVE

Secretary: DAN DAILEY

Address: SAME AS ABOVE

Treasurer: DAN DAILEY

Address: SAME AS ABOVE

FILED
00 APR 12 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAN DAILEY PRESIDENT.
(Typed or printed name and capacity of person signing application)

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 "INFLIGHTONLINE.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
00 APR 12 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3066591 8300

001182339


Edward J. Freel, Secretary of State

AUTHENTICATION: 0370948

DATE: 04-10-00