

F96000005537

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Net Harbor Incorporated
(Name of corporation - must include suffix)

W96-18089

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

000001933550
-08/27/96--01145--002
*****70.00 *****70.00

Joseph M. STAUSKAS
(Name of Person)

Net Harbor Inc.
(Firm/Company)

38 Miracle Strip Parkway SW #6
(Address)

FORT WALTON BEACH, FL 32547
(City/State/Zip)

2/10/95

Should you need to call someone concerning this matter, please call:

Joseph M. STAUSKAS at (904) 241-7234
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
96-25 APR 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1996

JOSEPH M. STAUSKAS
NETHARBOR, INC.
38 MIRACLE STRIP PKWY SW #6
FT WALTON BEACH, FL 32547

SUBJECT: NETHARBOR, INC.
Ref. Number: W96000018089

We have received your document for NETHARBOR, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 896A00040729

**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. Net Harbor Incorporated
(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. 59-3387590
(FBI number, if applicable)
4. 5/29/96
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 8/5/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 38 Miracle Strip Parkway SW Suite 6
FORT WALTON BEACH, FL 32548
(Current mailing address)
8. To engage in any lawful actor activity for which
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
Corporations may be organized
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name: Joseph M. Strauskas
Office Address: 38 Miracle Strip Parkway SW Suite 6
Fort Walton Bch, Florida, 32548
(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.

Joseph M. Strauskas
(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
JUL 25 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

Chairman: GILBERT L. PRITCHARD
Address: 445 GULFSHORE DRIVE #4 CANAL PLACE
DESTIN, FL 32541

Vice Chairman: Joseph M. STAUSKAS
Address: 418 NORTHAMPTON Circle
Fort Walton Beach, FL 32547

Director: Catherine P. STAUSKAS
Address: 418 NORTHAMPTON Circle
Fort Walton Beach, FL 32547

Director: _____
Address: _____

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

President: GILBERT L. PRITCHARD
Address: 445 GULFSHORE DRIVE #4 CANAL PLACE
DESTIN, FL 32541

Vice President: Joseph M. STAUSKAS
Address: 418 NORTHAMPTON Circle
Fort Walton Beach, FL 32547

Secretary: Gilbert L. Pritchard
Address: 445 Gulfshore Drive #4 Canal Place
Destin, FL 32541

Treasurer: GILBERT L. Pritchard
Address: 445 GULFSHORE DR. #4 CANAL PLACE
Destin, FL 32541

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

13. Joseph M. Stankow Vice Chairman, Netharbor
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) Inc.

14. Joseph M. STAUSKAS Vice Chairman, NETHARBOR, INC.
(Typed or printed name and capacity of person signing application)

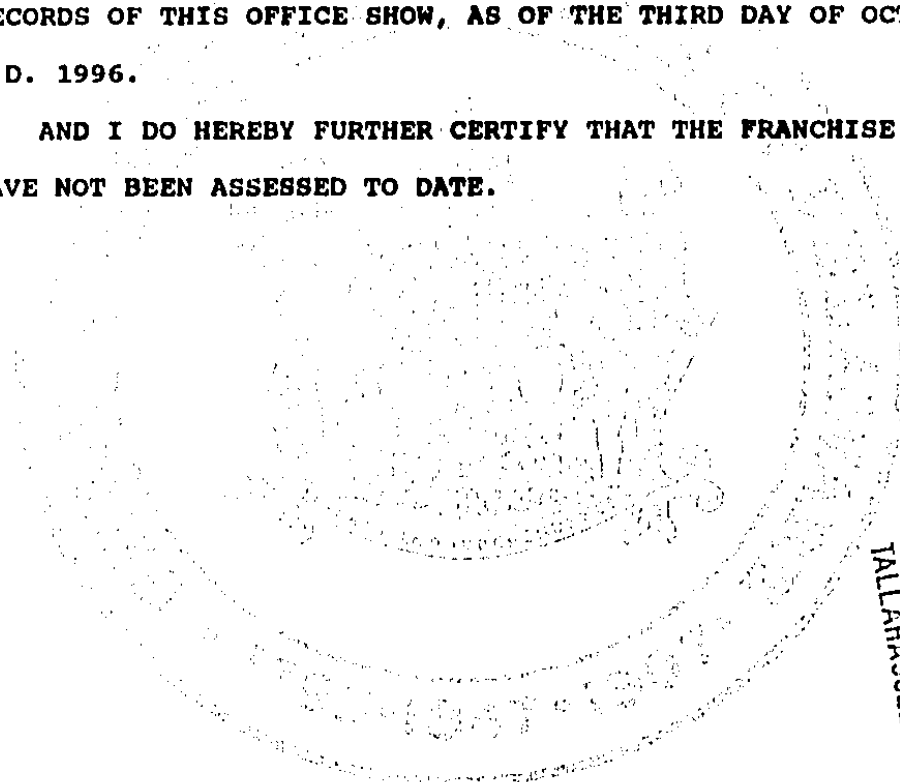
FILED
96 OCT 29 AM 10:04
SECOND DEPT. OF STATE
TALLAHASSEE, FLORIDA

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 "NETHARBOR, 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 THIRD DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
96 OCT 25 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2626218 8300

960287719

AUTHENTICATION:

8131730

DATE:

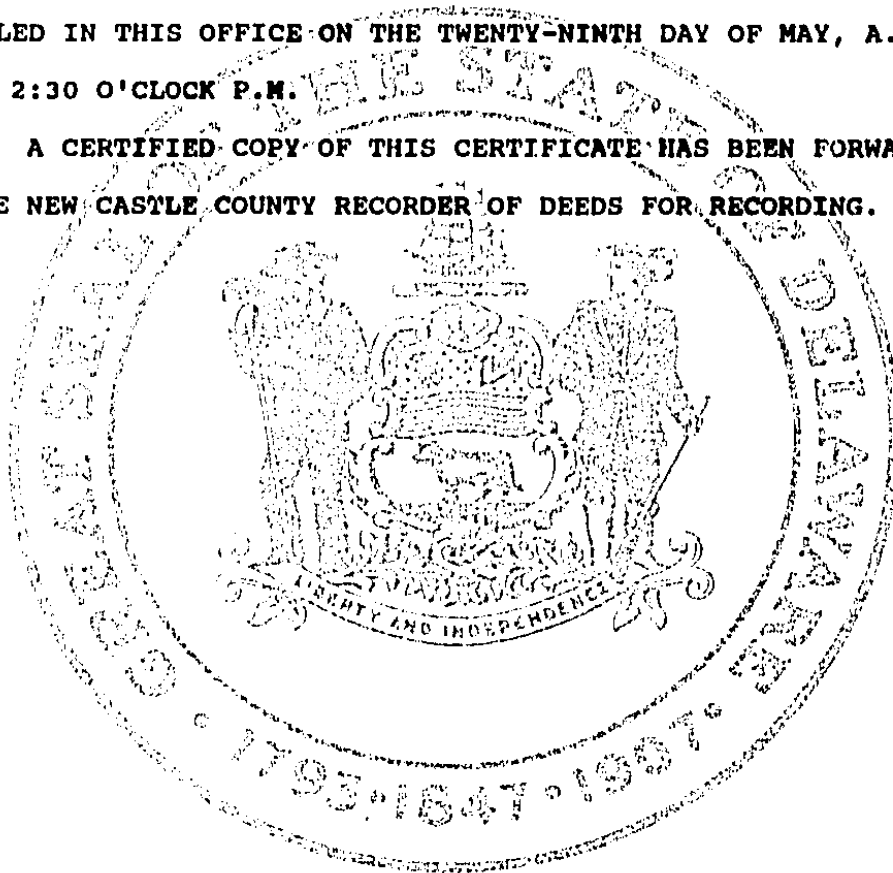
10-03-96

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 "NETHARBOR, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MAY, A.D. 1996, AT 2:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel
Edward J. Freel, Secretary of State

2626218 8100

960155481

AUTHENTICATION:

7965534

DATE:

05-30-96

CERTIFICATE OF INCORPORATION

OF

NETHARBOR, INC.

1. The name of the corporation is NetHarbor, Inc..
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is Fifty Thousand (50,000); of the par value of One Cent (\$.01) each, amounting in the aggregate to Five Hundred (\$500.00), which shall be Common Stock.

5. The name and mailing address of each incorporator is as follows:

NAME

MAILING ADDRESS

M. C. Kinnamon

1209 Orange Street
Wilmington, Delaware 19801

M. A. Humphrey

1209 Orange Street
Wilmington, Delaware 19801

A. S. Gardner

1209 Orange Street
Wilmington, Delaware 19801

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

WE, THE UNDERSIGNED, being each of the incorporators
hereinbefore named, for the purpose of forming a corporation pursuant
to the General Corporation Law of the State of Delaware, do make this
Certificate, hereby declaring and certifying that this is our act and deed
and the facts herein stated are true, and accordingly have hereunto set
our hands this 29th Day of May, 1996.

M. C. Kinnaman

M. C. Kinnaman

M. A. Humphrey

M. A. Humphrey

A. S. Gardner

A. S. Gardner