

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Drayton
 Corp*

FILED
 95 APR -3 PM 10:20
 TALLAHASSEE, FL 32301

AB 4/3/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>AAK</i>	_____	_____	_____

WALK-IN Will Pick Up *93-1150*

RE: Jacksonville Community
Access Networks, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> (State Copy(s))		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
JACKSONVILLE COMMUNITY ACCESS NETWORK, INC.
(A Non-Profit Corporation)

FILED
95 APR -3 PM 12:20
SEC. OF STATE
JACKSONVILLE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Jacksonville Community Access Network, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 200 West Forsyth Street, Suite 1730, Jacksonville, Florida 32202.

ARTICLE III

PURPOSES, LIMITATIONS AND DISSOLUTIONS

Section 3.1 Purposes: This corporation is to be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). Such purposes are to create and maintain an interactive, regional, computer-based network supported by community resources and volunteer efforts that will educate the general public about community affairs. The goal of the network is to provide free access to community information and the region's civic, cultural, educational, entertainment, technical, and professional organizations, as well as other information providers. The network does not act as publisher or editor of information but as an electronic library of community information.

Section 3.2 Limitations on Actions: The net earnings of this corporation shall not inure to the benefit of, or be distributable to any member, director, officer or other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1 of this Article. The activities of this corporation shall not include carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 Dissolution: This corporation may only be dissolved by vote of two-thirds (2/3) of the Board of Directors. Upon the dissolution of this corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all the assets of this corporation exclusively to such charitable, scientific or educational organizations which would then exist and qualify as an exempt organization under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of this corporation is then located, exclusively for the purpose of this corporation or to such organizations which are organized and operated exclusively for such purposes as the Court shall determine.

ARTICLE IV

POWERS

To accomplish the purposes set forth in Article III, this corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow, lend, and raise money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of this corporation and as may be exercised by an organization exempt from federal taxation

under Section 501(c)(3) of the Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they may exist from time to time.

ARTICLE V

MEMBERSHIP

Any person or organization, having an interest in the objectives and purposes of this corporation shall be eligible for membership as provided in the Bylaws.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

Section 7.1 Manner of Election of Directors: The manner in which the Directors are elected or appointed shall be as provided in the Bylaws of the Corporation. Vacancies on the Board of Directors, including replacements for Directors whose terms have expired, shall be filled as provided in the Bylaws of the Corporation.

Section 7.2 Names and Addresses of First Members of the Board of Directors: The names and addresses of the persons who are to serve as the initial Directors of this corporation (unless modified by election or appointment of their successors) are as follows:

Name

Address

David Swain

5400 LaMoya Avenue, #17
Jacksonville, FL 32210

Lewis Greer

P.O. Box 289
Hilliard, FL 32046

Larry D. Woods

4253 Buck Point Road
Jacksonville, FL 32210

Paul R. Bell

4730 Wausail Drive
Jacksonville, FL 32257

Anna Blade

2334 Broadmoor Lane
Jacksonville, FL 32207

ARTICLE VIII

STOCKS AND DIVIDENDS PROHIBITED

This corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, officers or Directors, and the private property of its members, officers and Directors shall not be liable for any obligation of this corporation.

ARTICLE IX

OFFICE AND REGISTERED AGENT

Richard Scott Draughon whose address is 200 West Forsyth Street, Suite 1730, Jacksonville, FL 32202, is designated as the Registered Agent to accept service of process for this corporation within this state.

ARTICLE X

INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is Capital Connection, Inc., 417 East Virginia Street, Suite 1, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 2nd day of April, 1995.

Barbara Nealey
Signature of Incorporator

Pres-Capital
Name of Incorporator Signing

Connection, Inc.

JCAN.002

The Honorable Sandra B. Mortham
Secretary of State

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the Florida Business Corporation Act, please be advised that Jacksonville Community Access Network, Inc. with its place of business at 200 West Forsyth Street, Suite 1730, Jacksonville, Florida 32202, has named Richard Scott Draughon, located at 200 West Forsyth Street, Suite 1730, Jacksonville (Duval County), Florida 32202, as its agent to accept service of process on behalf of the Corporation within the State of Florida.

Having been named to accept service of process for Jacksonville Community Access Network, Inc. at 200 West Forsyth Street, Suite 1730, Jacksonville, Florida 32202, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.



Richard Scott Draughon

Date: 29th day of March, 1995