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NAME: FIRST COAST ELECTRONIC COMMERCE, INC.

AUDIT NUMBER.....H98000008834

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Prepared by: Chanley T. Howell, Esquire
Fla. Bar No. 768219
Foley & Lardner

Fax Audit No. H98000008834

200 Laura Street, P. O. Box 240
Jacksonville, FL 32201-0240

Telephone: 904/359-2000

ARTICLES OF INCORPORATION

OF

FIRST COAST ELECTRONIC COMMERCE, INC.
(A Nonprofit Corporation)

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is First Coast Electronic Commerce, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4010 Confederate Point Road, Jacksonville, FL 32210.

Section 1.3 Mailing Address. The mailing address of the corporation is 4010 Confederate Point Road, Jacksonville, Florida 32210.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

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ARTICLE 4

INITIAL REGISTERED OFFICE AND AGENT

Section 4.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura St., Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE 5

DIRECTORS

Section 5.1 Number. This corporation shall have Three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than three (3).

Section 5.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carl E. Carlson	4010 Confederate Point Road Jacksonville, FL 32210
Chanley T. Howell	200 Laura Street Jacksonville, FL 32202
George Arnau	4010 Confederate Point Road Jacksonville, FL 32210

Section 5.3 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE 6

LIMITATIONS

Section 6.1 Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 7

INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

ADDRESS

Chanley T. Howell

200 Laura Street, Jacksonville, FL 32202

ARTICLE 8

DISSOLUTION

Section 8.1 Dissolution. Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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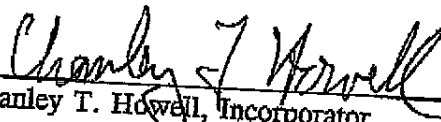
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ARTICLE 9

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on May 11, 1998.



Chanley T. Howell, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

Date: 5/11/98

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SECRETARY OF STATE
TALLAHASSEE FLORIDA