

LAW OFFICES OF RICHARD S. AGSTER, P.A.  
3602 WEST EUCLID AVENUE  
TAMPA, FLORIDA 33629  
(813) 832-3939  
October 29, 1999

DEPARTMENT OF STATE  
P.O. Box 6327  
Tallahassee, Florida 32314  
ATTN: DIVISION OF CORPORATIONS  
Certified Mail # Z 529 423 818

000003031480--1  
-11/01/99-01132-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: NetEZone, Inc.

Dear Sir:

Please find enclosed the following with regard to the above-named matter.

1. The original and one (1) copy of the ARTICLES OF INCORPORATION.
2. Our check for your order in the amount of Seventy-eight Dollars and seventy-five cents (\$78.75) to cover the following costs:

A. Filing fee	35.00
B. Certified Copy	8.75
C. Designation of Resident Agent	35.00

TOTAL \$78.75

Please process the same and return the copy to my attention

FILED  
99 NOV -3 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Very truly yours,

  
Richard S. Agster, Esquire

EFFECTIVE DATE  
10-29-99

~~199-25222~~

JB 11/15



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 2, 1999

RICHARD S. AGSTER, ESQ.  
3602 W. EUCLID AVENUE  
TAMPA, FL 33629

SUBJECT: NETEZONE, INC.  
Ref. Number: W99000025224

We have received your document for NETEZONE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 499A00052496

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION  
OF  
NetEZone, Inc.  
A NONPROFIT CORPORATION

**FILED**  
99 NOV -3 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of forming a Corporation for general education purposes under Chapter 617 of the Laws of the State of Florida, and in accordance with the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be:

NetEZone, Inc.

and its principal place of business shall be at 3607 West Euclid Avenue Tampa, Hillsborough County, Florida, with the right to change and move said principal place of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The duration of this Corporation is perpetual. The corporate existence of this corporation shall commence on the date these Articles of Incorporation are executed.

The nature of the business or businesses to be transacted, by this Corporation together with and in addition to the authority and powers conferred by the laws of the State of Florida, shall be to operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended

ARTICLE III (POWERS)

SECTION 1. This corporation is to have any and all powers to do any and all things necessary or expedient to carry out the purposes of this corporation as may be determined by the Board of Directors of this corporation, subject to the By-Laws, and to possess all rights, privileges and immunities, and to enjoy all of the benefits granted corporations, under the laws of the State of Florida.

SECTION 2. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the 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 Article II hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue, or any future Internal Revenue Code, including, but not limited to propaganda, or otherwise attempting to influence legislation, participation in or intervening in any political campaign on behalf or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE IV (NON-PROFIT STATUS)

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any future Internal Revenue Laws, 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 offices of the corporation are then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE V (QUALIFICATION OF MEMBERS)

The membership of this corporation shall initially constitute all persons hereinafter named as subscribers, Directors, and/or officers, and shall further constitute such other persons, as from time to time hereafter, may become members in the manner prescribed by the By-Laws.

#### ARTICLE VI (RESIDENT AGENT)

The initial resident agent for service of process and his Post Office address is:

STEPHEN A. ANDERSON  
3607 West Euclid Avenue  
Tampa, Florida 33629

#### ARTICLE VII (DIRECTORS)

The business of this corporation shall be managed by a Board of Directors, shall consist of Three (3) persons initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than Three (3).

The Board of Directors shall be elected and hold office in accordance with the By-Laws.

The names and Post Office addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation are:

STEPHEN A. ANDERSON  
Chairman and Director  
3607 West Euclid Avenue  
Tampa, Florida 33629

DEBORAH W. ANDERSON  
Director  
3607 West Euclid Avenue  
Tampa, Florida 33629

LLOYD A. ANDERSON  
3102 Bay Oaks Court  
Tampa, Florida 33629

#### VIII (OFFICERS)

The officers of the corporation shall be a President, Secretary/Treasurer, and such other officers as may be provided for in the By-Laws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

STEPHEN A. ANDERSON, President  
3607 West Euclid Avenue  
Tampa, Florida 33629

DEBORAH W. ANDERSON, Secretary/Treasurer  
3607 West Euclid Avenue  
Tampa, Florida 33629

The officers shall be selected as provided for in the By-Laws.

#### ARTICLE IX (SUBSCRIBER)

The name and Post Office address of the Incorporator of this Corporation is:

STEPHEN A. ANDERSON  
3607 West Euclid Avenue  
Tampa, Florida 33629

#### ARTICLE X

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Any action required or permitted to be taken by the Board of Directors under any provision of the law, may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors.

Subject to the limitations contained in the By-Laws, and any limitation set forth in the laws of the State of Florida relating to non profit corporations, concerning corporate action that must be authorized or approved by the members of the corporation, upon proper notice, then By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present a regular meeting or any special meeting called for that purpose.

The Directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Florida; to have one or more offices in addition to the principal office in Florida; and to keep books of this Corporation, subject to the provisions of the FLORIDA STATUTES outside the

State of Florida, at such places as may from time to time be designated by them.

#### ARTICLE XI (AMENDMENT)

These Articles of Incorporation may be amended at a special meeting of the members, called for that purpose, by a majority vote of those members present.

#### ARTICLE XII (DEDICATION OF ASSETS)

The property of this corporation is irrevocably dedicated to the purposes of this corporation, no part of the assets of this corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

IN WITNESS WHEREOF, I the undersigned hereby make, subscribe, acknowledge and file these Articles of Incorporation this 29<sup>th</sup> day of October, 1999.



STEPHEN A. ANDERSON

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, STEPHEN A. ANDERSON, who is personally known to me or who has produced a Florida Driver's License # A536-781-50-142-0, as identification and who have taken an oath, who executed the foregoing ARTICLES OF INCORPORATION as Incorporator and who acknowledged before me that he executed the same freely and voluntarily for the purpose of incorporating NetEZone, Inc. as a Corporation under the Laws of the State of Florida.

WITNESS my hand and official seal at Tampa, Florida this 29 day of October, A.D., Nineteen hundred and ninety-nine (1999).



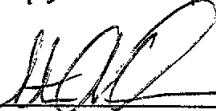
Richard S. Agster  
MY COMMISSION # CC700426 EXPIRES  
December 12, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public State of Florida at Large

#### ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the law relative to the duties involved of the office.



STEPHEN A. ANDERSON

FILED  
99 NOV -3 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA