

P000000001467

LAW OFFICE OF
CHARLES J. DORFMAN

6556 SOUTH U.S. HIGHWAY ONE

PORT SAINT LUCIE, FLORIDA 34952-9031

CHARLES J. DORFMAN

LEGAL ASSISTANT
NANCY JOHNSON

E-MAIL:

cjd@abanet.org

AREA CODE (561)

878-2150 • 466-4600

FACSIMILE 466-4824

December 29, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
1-3-00

800003084398--3
-12/30/99--01056--002
*****78.75 *****78.75

Re: **Incorporation of understicker.com, inc.**

Gentlemen:

Enclosed herewith is the original Articles of Incorporation for understicker.com, inc.. The articles include a designation and acceptance of Registered Agent.

Also enclosed is my trust check no. 5438 for the following fees:

- a) \$35.00 for filing Articles of Incorporation;
- b) \$35.00 for Designation and Acceptance of Registered Agent; and
- c) \$8.75 for a certified copy of the documents.

Please return the certified copy of the documents in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to call my office.

Thank you very much.

Very truly yours,


Charles J. Dorfman

CJD:ng

cc: client

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 DEC 30 AM 8:56

FILED

EFFECTIVE DATE
1-3-00

ARTICLES OF INCORPORATION
OF
understicker.com,inc.

FILED
1999 DEC 30 AM 8 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural person, do hereby act as Incorporator in adopting and filing the following ARTICLES OF INCORPORATION for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is understicker.com,inc.

ARTICLE II

The existence of the Corporation shall begin on the 3^d day of JANUARY, 2000.

ARTICLE III

The street address of the principal office (place of business) and mailing address of the Corporation is 2951 Bent Pine Drive, Fort Pierce, Florida 34951.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares, no par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. There shall be imprinted on each share certificate a restriction limiting ownership or transfer only to the original Incorporators or to the Corporation.

ARTICLE V

The initial street address of the Corporation's registered office is 2951 Bent Pine Drive, Fort Pierce, Florida 34951. The initial registered agent for the Corporation at that address is Leonard P. Sullivan, Jr.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Name

Address

Leonard P. Sullivan, Jr.

2951 Bent Pine Drive, Fort Pierce, Florida 34951

A quorum shall consist of a majority of the whole board, and never less than one director.

FILED

1999 DEC 30 AM 8 56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and street address of the person signing these ARTICLES OF INCORPORATION (Incorporators) is:

Name

Address

Leonard P. Sullivan, Jr.

2951 Bent Pine Drive, Fort Pierce, Florida 34951

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these ARTICLES OF INCORPORATION this 29 day of December, 1999

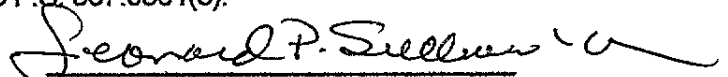


Name: Leonard P. Sullivan, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for understicker.com,inc. at the place designated in the ARTICLES OF INCORPORATION, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 12/29/99



Name: Leonard P. Sullivan, Jr.