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TRANSMITTED LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL. 32314

EFFECTIVE DATE
1-17-00

SUBJECT: MilitaryFriends, Inc.

Enclosed please find an original and one(1) copy of the articles of incorporation for the above corporation and check in the amount of Seventy Dollars.

FROM:

RICHARD CAMP, CPA, PA

Name

4110 Southpoint Boulevard, Suite 206

Address

Jacksonville, Florida 32216

City, State, Zip

(904) 281-9924

Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 19 PM 12:00

FILED

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1-26-00

EFFECTIVE DATE
1-17-00

ARTICLES OF INCORPORATION

OF

MilitaryFriends, INC.

FILED
00 JAN 19 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is MilitaryFriends, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation will provide information services on the internet to the general public, the military services, and businesses.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 10,000 shares of common stock at a par value of \$1.00 per share. The issued stock will be 1000 shares of common stock at a value of \$1.00 per share as the initial stock.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The By-laws explain in detail the rights of shareholders in the purchase and sale of corporation stock.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office is 401 Monument Road-Apt 30, Jacksonville, FL 32225 and the mailing address of the corporation is 401 Monument Road-Apt #30, Jacksonville, FL 32225. The Board of Directors may from time to time move the principal office and mailing address to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have six (6) Directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors is:

DAVID E. FORD
401 MONUMENT ROAD-APT #30
JACKSONVILLE, FL 32225

JAMES TURNER
11751 BARROWS LANE
WOODBIDGE, VA 22192

PHILLIP THOMPSON
2307 THORNKNOLL DRIVE
FT. WASHINGTON, MD. 20744

ROBERT RODRIGUEZ
451 MONUMENT ROAD-APT #902
JACKSONVILLE, FL 32225

TOM FROST
781 SEA OATS BAY
PONTE VEDRA BEACH, FL 32082

STEPHEN C. MAHON
5880 CHANNEL VIEW BLVD.
JACKSONVILLE, FL 32226

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation is:

JAMES TURNER
11751 BARROWS LANE
WOODBIDGE, VA 22192

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4110 SOUTHPOINT BLVD, #205, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is RICHARD CAMP, CPA.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall be January 17, 2000 with the filing of these Articles of Incorporation with the Secretary of State in Florida.

FILED
00 JAN 19 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned has(have) executed these Articles of Incorporation this
17th day of January, 2000

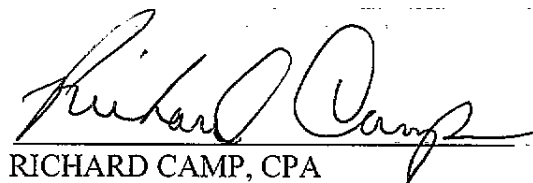

JAMES TURNER
Incorporator

Senior VP
Signature/title

REGISTERED AGENT'S ACCEPTANCE

The undersigned officer of the above designated Registered Agent, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for MilitaryFriends, INC., a service corporation, a Florida Corporation, in accordance with Florida Statutes, Section 607.0501.

DATE 1/17/2000


RICHARD CAMP, CPA
REGISTERED AGENT