

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-48870 • 1-800-342-8062 • Fax (850) 222-1222

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Capital Properties USA, Corp
Inc

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-02/02/00--01035--002

*****78.75 *****78.75

Signature _____

Requested by: LS 2/2/00 9:39

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

☒ Art of Inc. File

____ LTD Partnership File

____ Foreign Corp. File

____ L.C. File

____ Fictitious Name File

____ Trade/Service Mark

____ Merger File

____ Art. of Amend. File

____ RA Resignation

____ Dissolution / Withdrawal

____ Annual Report / Reinstatement

☒ Cert. Copy

____ Photo Copy

____ Certificate of Good Standing

____ Certificate of Status

____ Certificate of Fictitious Name

____ Corp Record Search

____ Officer Search

____ Fictitious Search

____ Fictitious Owner Search

____ Vehicle Search

____ Driving Record

____ UCC 1 or 3 File

____ UCC 11 Search

____ UCC 11 Retrieval

____ Courier

FILED
00 FEB 2 PM 1:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB -2 AM 10:24

RECEIVED

2-2-00

**ARTICLES OF INCORPORATION OF
CAPITAL PROPERTIES USA.COM INC.**

The undersigned subscribers to these articles, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I-NAME

The name of this corporation shall be **CAPITAL PROPERTIES USA.COM INC.** with office address at 3300 N. Pace Blvd., Suite 103 Pensacola, Fl 32505.

ARTICLE II-NATURE OF BUSINESS

This corporation shall engage in any activities or business permitted under the laws on the United States or of the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time 1,000,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share.

ARTICLE IV-TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3300 N. Pace Blvd., Pensacola, Fl 32505 and the name of the initial registered agent of this corporation at that address is Goodloe T. Farrington, Jr.

ARTICLE VI-DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but there shall never be less than one.

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00 FEB -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII-INITIAL DIRECTORS AND OFFICERS

The name and post office addresses of the initial directors and the corporate officers are:

NAME	ADDRESS	OFFICE
G.T. Farrington, Jr.	P.O. Box 37296 Pensacola, Fl 32526	President/Director Secretary/Treasurer
M.F. Farrington	same as above	Director
C.F. Paulchek	same as above	Director

ARTICLE VIII-SUBSCRIBERS

The name and residence address of the subscribers to these articles of incorporation are:

NAME	ADDRESS
USA.COM INC	1097 N. Navy Blvd. Pensacola, Fl 32507

ARTICLE IX- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale 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.

ARTICLE X-RESTRICTIONS ON SALE OF STOCK

The corporation, and subject to the priority of the corporation the remaining stockholders of the corporation shall have the preference in the purchase of any shares of the capital stock of the corporation and any attempted sale such shares of stock in violation of this prohibition shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bonafide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its

privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bonafide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bonafide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bonafide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bonafide offer.


USA.COM INC

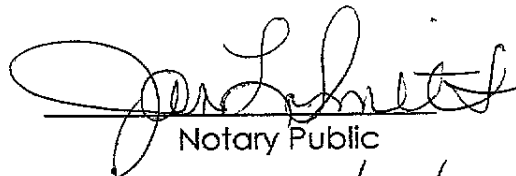
F652-298-43-303-0
FL DL

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 1 day of February, 2000 by Goodloe T. Farrington, Jr., president of USA.COM INC who acknowledged that said corporation subscribed to those Articles.



OFFICIAL NOTARY SEAL
JAN L. SMITH
COMMISSION NO.
CC 871982
MY COMMISSION EXPIRES
SEPTEMBER 28, 2003


Notary Public

My commission expires 9/28/03

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That **CAPITAL PROPERTIES USA.COM INC** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pensacola, County of Escambia, State of Florida, has named Goodloe Farrington, Jr. located at 3033 N. Pace Blvd. City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


GOODLOE T. FARRINGTON, JR.
Resident Agent

FILED
00 FEB -2 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA