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LAW OFFICE  
BLACK AND BLACK, P.A.

901 PONCE DE LEON BLVD., PENTHOUSE SUITE  
CORAL GABLES, FLORIDA 33134

JOHN W. BLACK \*  
ROBERT J. BLACK

\* OF COUNSEL

TELEPHONE (305) 447-1314  
TELECOPIER (305) 447-6860

January 18, 2000

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-01/28/00--01049--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Request to file Articles of Incorporation  
of THE CANADAY CORPORATION

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the filing fee as well as the fee for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Furthermore, I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your attention to this matter.

Sincerely,

BLACK AND BLACK, P.A.

*Robert J. Black/kk*

Robert J. Black  
For the Firm

RJB:kk  
Enclosures

S. Thompson FEB 02 2000

ARTICLES OF INCORPORATION

OF

THE CANADAY CORPORATION

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: THE CANADAY CORPORATION

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation are organized are:

1. To operate a business involving the marketing of internet services.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, making the total One Thousand Dollars (\$1,000.00).

ARTICLE V - ADDRESS

The street address of the initial principal office of the corporation is: 39 Uno Lago Drive, Juno Beach, Florida 33408 and the name of its initial Registered Agent and his address are: JON L. CANADAY, 39 Uno Lago Drive, Juno Beach, Florida 33408.

FILED  
00 JAN 28 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES VI - DIRECTORS

This corporation shall have a Board of Directors consisting of three (3) members initially, and all of the corporate powers shall be exercised and the business affairs of the corporation shall be managed under the direction of the Board of Directors. The names and addresses of the initial members of the Board of Directors are:

NAME

ADDRESS

JON L. CANADAY

39 Uno Lago Drive  
Juno Beach, Florida 33408

ZACHARY CANADAY

39 Uno Lago Drive  
Juno Beach, Florida 33408

SEBASTIAN CANADAY

39 Uno Lago Drive  
Juno Beach, Florida 33408

ARTICLE VII - INCORPORATORS

The name and the post office address of the incorporator of this corporation are:

NAME

ADDRESS

JON L. CANADAY

39 Uno Lago Drive  
Juno Beach, Florida 33408

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, these Articles have been subscribed on this, the \_\_\_\_ day of January, 2000.

  
JON L. CANADAY -  
INCORPORATOR

STATE OF FLORIDA

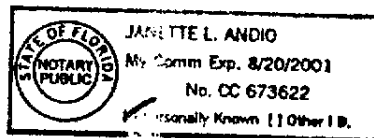
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly appointed in the State and County named above to take acknowledgments, personally appeared, JON L. CANADAY, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State named above, this 22 day of January, 2000.

*Janette L. Andio*  
NOTARY PUBLIC, State of Florida

My Commission Expires:



00 JAN 28 PM 2:06  
STATE OF FLORIDA  
TALLAHASSEE

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

By: *[Signature]*  
JON L. CANADAY -  
REGISTERED AGENT