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February 3, 2000

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32301

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-02/09/00--01088--012
*****78.75 *****78.75

RE: OutAtNite.COM, Inc.

Dear Sir/Madam:

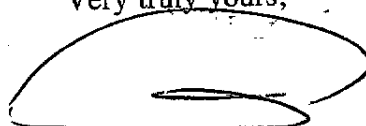
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my client's check in the amount of \$78.75 representing payment of the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

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

Thank you for your courtesies in this matter.

Very truly yours,



William R. Barker

FILED
00 FEB 23 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRB:skr
cc: OutAtNite.COM, Inc.
Encls

2555
W000-4135

R. VARNADORE FEB 23 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 2000

WILLIAM R. BARKER, ESQUIRE
801 NORTH MAGNOLIA AVENUE
SUITE 416
ORLANDO, FL 32803

SUBJECT: OUTATNITE.COM, INC.
Ref. Number: W00000004135

We have received your document for OUTATNITE.COM, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 700A00007957

ARTICLES OF INCORPORATION

OF

OutAtNite.COM, INC.

FILED
00 FEB 23 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is OutAtNite.COM, INC., and has its principal place of business at 2220 Heathwood Circle, Orlando, Florida 32825.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and this Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.10 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ROBERT J. PILLOW
2220 Heathwood Circle
Orlando, FL 32825

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or,

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

There shall be one director of the corporation; however, such number may be changed as provided in the Bylaws or by law. The name and address of the initial Director of the corporation is:

ROBERT J. PILLOW
2220 Heathwood Circle
Orlando, FL 32825

The person named as the initial Director shall hold this office for the first year or until otherwise replaced by a successor.

ARTICLE VIII. INCORPORATOR

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

ROBERT J. PILLOW
2220 Heathwood Circle
Orlando, FL 32825

ARTICLE IX. AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended in the manner provided by law.

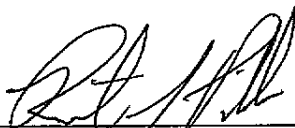
ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on the 7th of FEBRUARY, 2000.




ROBERT J. PILLOW
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared ROBERT J. PILLOW, known to me to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation. He produced FLA DRIVER'S LICENSE P400770732220 as identification and an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of February, 2000.



Notary Public

WILLIAM R. BARKER
Notary Public, State of Florida
My Comm. Expires Nov. 4, 2000
Comm. No. CC 598983

DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That OutAtNite.COM, INC., desiring to organize under the laws of the State of Florida, with its principal office at 2220 Heathwood Circle, Orlando, FL 32825, has named ROBERT J. PILLOW, located at 2220 Heath^{wood}~~row~~ Circle, Orlando, FL 32825, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



ROBERT J. PILLOW
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of FEBRUARY, 2000, by ROBERT J. PILLOW, who is personally known to me or has produced FLA DWLIC as identification and who did not take an oath.
P460770732220



Notary Public

WILLIAM R. BARKER
Notary Public, State of Florida
My Comm. Expires Nov. 4, 2000
Comm. No. CC 598983

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 FEB 23 AM 11:08

FILED