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23 FEBRUARY 2000

TO:
DIVISION OF CORPORATIONS

800003150188--7
-02/23/00--01143--014
*****78.75 *****78.75

RE: FORMING A CORPORATION / FILING
ARTICLES OF INCORPORATION OF ALL ONLINE, INC.
PLEASE BE ADVISED THAT I REPRESENT ALL ONLINE INC.

PLEASE FIND ENCLOSED THE ARTICLES OF INCORPORATION AND FILING FEE
IN THE AMOUNT OF \$~~100.00~~
78.50

PLEASE RETURN THE FILED ARTICLES OF INCORPORATION TO :

ALBERT JAY LEAVITT
3101 S.W. 25TH ST. #103
PEMBROKE PARK, FL 33009

PLEASE CALL IF YOU HAVE ANY QUESTIONS.

SINCERELY,

Dane T. Stanish
DANE T. STANISH

FILED
00 FEB 28 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of 3/7

ARTICLES OF INCORPORATION
OF
ALL ONLINE, INC.

FILED
00 FEB 23 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALL ONLINE, INC.

The address of the principal officer of this corporation shall be 3101 S.W. 25TH ST. #103 PEMBROKE PARK, FL 33009, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered officer of the corporation shall be 3101 S.W. 25TH ST. # 103 PEMBROKE PARK, FLORIDA 33009 and the name of the initial registered agent of the corporation at that address is ALBERT JAY LEAVITT.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

ALBERT JAY LEAVITT	3101 S.W. 25TH ST. #103
Dir./Pres./V. Pres./	PEMBROKE PARK, FL 33009
Sec./Treas.	

ARTICLE VII. INCORPORATOR

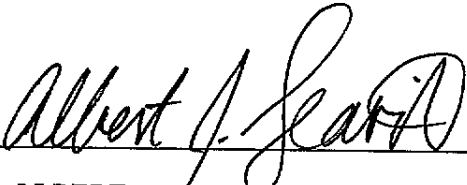
The name and street address of the incorporator to these articles of Incorporation:

ALBERT JAY LEAVITT

3101 S.W. 25TH ST. #103

PEMBROKE PARK, FL 33009

IN WITNESS WHEREOF, the undersigned ALBERT JAY LEAVITT, has hereunto set his hand and seal, on February 23, 2000.

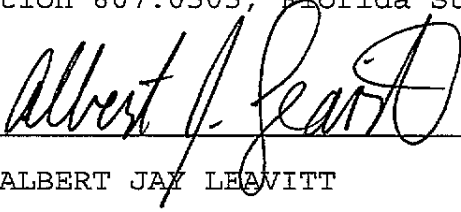


ALBERT JAY LEAVITT

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN THE ARTICLES OF INCORPORATION

ALBERT JAY LEAVITT, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



ALBERT JAY LEAVITT

FILED
00 FEB 29 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA