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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INTERNET COUNSELING INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



Walk in



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2.00



Certified Copy



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 APR - 3 AM 8:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 APR - 3 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200003192772--4
-04/03/00-01020-011
*****78.75 *****78.75

T BROWN APR - 4 2000

Examiner's Initials

ARTICLES OF INCORPORATION

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

ARTICLE I-- NAME

The name of the corporation shall be:

Internet Counseling, inc.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

P.O. Box 22905
Fort Lauderdale Fl. 33335-2905

ARTICLE III-- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS

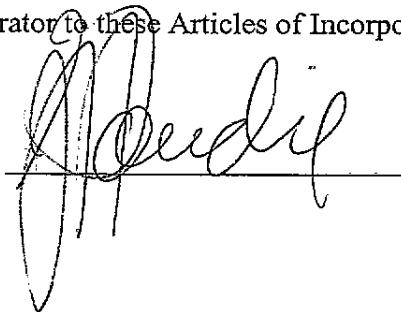
The name and address of the initial registered agent is:

JOHN N. GOUDIE
214 S.E. 13TH ST.
FORT LAUDERDALE FL. 33316

ARTICLE V--INCORPORATOR

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

JOHN N. GOUDIE, President & Secretary
214 S.E. 13TH ST.
FORT LAUDERDALE FL. 33316

A handwritten signature in dark ink, appearing to read "J. Goudie", is written over a horizontal line.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE VI -- DIRECTOR

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

John N. GOUDIE Pres. Secretary
214 S.E. 13TH ST.
FORT LAUDERDALE FL. 33316

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and familiar with and accept the obligations of my position as Registered Agent.


REGISTERED AGENT

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