

PH000053217

May 22, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

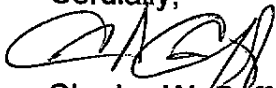
Re: EDI Affiliates, Inc.

Dear Clerk:

Enclosed are the Articles of Incorporation and designation of registered agent for my new corporation. I have enclosed \$78.75 to cover the filing fees and a certificate of status.

Thank you for your assistance.

Cordially,


Charles W. Goff

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HGH
ASSOCIATES, INC

"The Performance Management Group"
P.O. Box 11182
Jacksonville, Florida 32239

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
EDI AFFILIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the information of a corporation for profit.

**ARTICLE I
Name and Principal Address**

The name and principal address of the corporation shall be EDI AFFILIATES, INC., 1626 Camden Avenue, Jacksonville, Florida 32207.

**ARTICLE II
Duration**

The corporation shall have a perpetual existence.

**ARTICLE III
Purpose**

The general nature of the business to be transacted by this corporation is to do all things which are authorized to be done by corporations organized under the laws of the State of Florida.

ARTICLE IV **Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is ten million (10,000,000) shares. Such shares shall be of a single class, and shall have a par value of one-cent (\$.01) per share.

ARTICLE V **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VI **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1626 Camden Avenue, Jacksonville, Florida, 32207, and the initial registered agent for the corporation at that address is Charles W. Goff.

ARTICLE VII **Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial board of directors of this corporation are:

NAME

Charles W. Goff

ADDRESS

1626 Camden Avenue
Jacksonville, Florida 32207

ARTICLE VIII
Officers

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Goff	1626 Camden Avenue
President, Secretary, Treasurer	Jacksonville, Florida 32207

ARTICLE IX
Subscriber

The name and street address of the subscriber to these articles of incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Goff	1626 Camden Avenue
	Jacksonville, Florida 32207

ARTICLE X
Indemnification

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

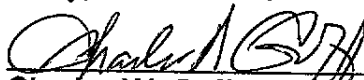
ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII
Corporation Business

The business of this corporation shall be conducted by the President, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valued as if legally called and notified. This corporation may desire for the regulation of business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting and regulating the provisions of the corporation, the Directors and Stockholders, including provisions governing issuance of stock certificates to replace lost or stolen stock certificates provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, THE Subscriber and Incorporator has hereunto set his hand and seal this 22 day of May, 2000.



Charles W. Goff, Incorporator

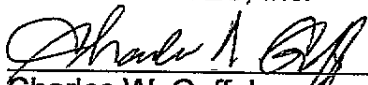
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent in Florida.

1. The name of the corporation is EDI AFFILIATES.com, Inc.
2. The address of the registered office is 1626 Camden Avenue, Jacksonville, Florida, 32207.
3. The name of the registered agent at the registered office is Charles W. Goff.

EDI AFFILIATES, Inc.


Charles W. Goff, Incorporator

ACCEPTANCE AS REGISTERED AGENT

I, Charles W. Goff, having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, do 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 22, 2000.


Charles W. Goff