

Hayden, Facciolo & Millsaps
200 WEST FORSYTH STREET, SUITE 1330
JACKSONVILLE, FLORIDA 32202

CALVINE E. HAYDEN
V. JAMES FACCILO
WALTER S. MILLSAPS
W. DAVID VAUGHN

June 15, 2000

FILED
00 JUN 16 AM 10:05
TALLAHASSEE, FLORIDA
TELEPHONE (904) 335-1330
TELECOPIER (904) 335-1115

By Federal Express

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

500003293985-7

-06/16/00-01059-017

*****70.00 *****70.00

500003293985-7

-06/16/00-01059-018

*****8.75 *****8.75

Re: Formation of Corporation - Intermarine.net, Inc.

Dear Sir or Madam:

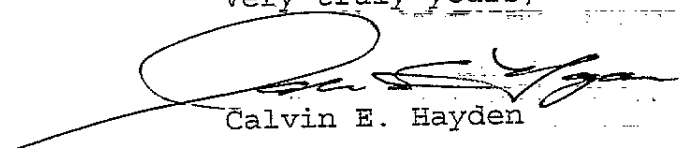
Enclosed are the following documents related to the formation of the referenced corporation:

1. An original and one copy of the articles of incorporation;
2. An original and one copy of the certificate designating registered agent and registered office and acceptance by registered agent; and
3. A check for \$70.00 representing the filing fee and a check for \$8.75 for the cost of a certificate of status.

We would appreciate your filing the original documents and returning a date stamped copy to us in the enclosed envelope together with a certificate of status.

Please call if you have any questions. Thank you.

Very truly yours,


Calvin E. Hayden

CEH/bb
Enclosures
22706

Betty Betton GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART VI, VIII, VII removed the word initial
DATE 6/14
LOCAL EXAM SH

S. Thompson JUN 19 2000

ARTICLES OF INCORPORATION

OF

INTERMARINE.NET, INC.

FILED
00 JUN 16 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I-NAME

The name of this Corporation is Intermarine.net, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 5353 Arlington Expressway, #203, Jacksonville, Florida 32211.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Hundred Thousand (100,000) shares, all of which shall be of the par value of One Cent (\$.01) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 1330, 200 West Forsyth Street, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Calvin E. Hayden, Esq.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

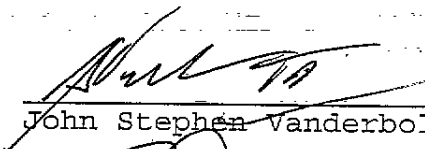
The number of Directors constituting the Board of Directors of this Corporation shall be seven (7), and the name and address of the persons who are to serve as the directors is as follows:

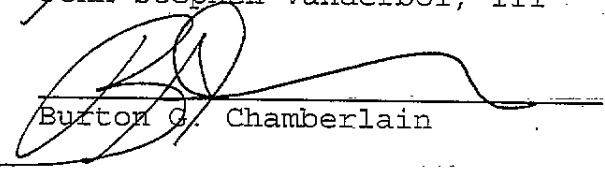
1. John Stephen Vanderbol, III, 284 Island Green Drive, St. Augustine, Florida 32092; and
2. Burton G. Chamberlain, 13910 County Road 13 North, St. Augustine, Florida 32092.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is John Stephen Vanderbol, III, 284 Island Green Drive, St. Augustine, Florida 32092; and Burton G. Chamberlain, 13910 County Road 13 North, St. Augustine, Florida 32092.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of June, 2000.


John Stephen Vanderbol, III


Burton G. Chamberlain

Acknowledgement

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 15 day of June, 2000, by John Stephen Vanderbol, III who produced a current Florida drivers license as identification.



Elizabeth W. Benton
MY COMMISSION # CC683304 EXPIRES
November 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Elizabeth W. Benton
Notary Public, State of Florida

Name: Elizabeth W. Benton

My Commission Expires:

My Commission Number is:

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 15 day of June, 2000, by Burton G. Chamberlain, and who produced a current Florida drivers license as identification.



Elizabeth W. Benton
MY COMMISSION # CC683304 EXPIRES
November 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Elizabeth W. Benton
Notary Public, State of Florida

Name: Elizabeth W. Benton

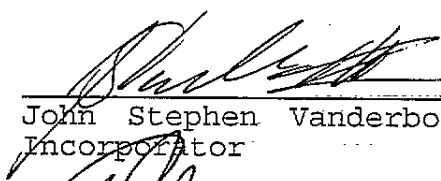
My Commission Expires:

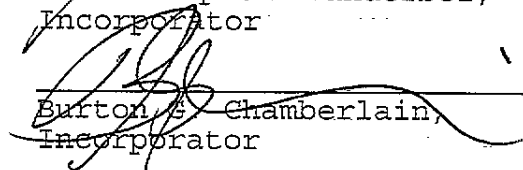
My Commission Number is:

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

First, that Intermarine.net, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Calvin E. Hayden, Esq., located at Suite 1330, 200 West Forsyth Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

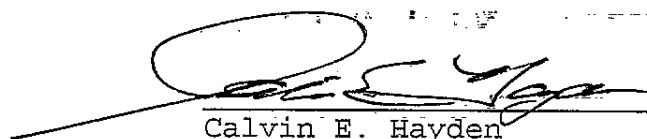

John Stephen Vanderbol, III,
Incorporator


Burton E. Chamberlain,
Incorporator

June 15, 2000
Date

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Calvin E. Hayden, Esq. hereby agrees to act in this capacity, and Calvin E. Hayden, Esq. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


Calvin E. Hayden

June 15, 2000
Date