

P00000059937

Jeff Birnbach

523 South Palm Avenue, Villa One
Sarasota, Florida 34236 USA

Tel 941.365.5575
Fax 941.365.5075

Birnbach@worldnet.att.net

June 9, 2000

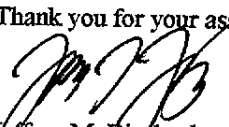
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300003291553--8
-06/15/00--01079--011
*****87.50 *****87.50

RE: Articles of Incorporation of LoCast Corporation

Enclosed is an original and one copy of the articles of incorporation, along with a check for \$87.50 to cover the cost of filing, a certified copy and a certificate of status. Please return the certified copy and certificate of status to me at the address above.

Thank you for your assistance.


Jeffrey M. Birnbach
Incorporator

FILED
00 JUN 15 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUN 21 2000

ARTICLES OF INCORPORATION

OF

LOCAST CORPORATION

FILED
00 JUN 15 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of Florida Corporation Law, as amended (the "Act"), executed the following Articles of Incorporation (the "Articles").

ARTICLE 1
Identification

Name. The name of the Corporation is LoCast Corporation.

ARTICLE 2
Purpose and Powers

Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

ARTICLE 3
Principal Office and Registered Agent

Principal Office and Agent. The name of the registered agent and the street address of the registered principal office of the Corporation are as follows:

Jeffrey M. Birnbach
523 South Palm Avenue, Suite One
Sarasota, FL 34236 USA

ARTICLE 4

Section 4.01. Shares. The total number of shares, which the Company shall have the authority to issue is 30,000,000 shares of which 20,000,000 are Class A Common Shares and 10,000,000 are class B Common Shares. All Shares shall have a par value of \$.0001.

Section 4.02. Common Shares. Except as otherwise expressly provided in this Article 4, all common shares shall be identical and shall entitle the holders thereof to the same rights, privileges and limitations. The holders of the Class A Common Shares and Class B Common Shares shall vote as a single class on all matters submitted to a vote of the stockholders, with each Class A

Common Share being entitled to one vote and each Class B Share being entitled to four votes. The holders of the Class A Common Shares and Class B Common Shares are not entitled to cumulative votes in the election of any directors or other matters brought before a vote of the stockholders. No holder of Common Shares shall be entitled to preemptive or subscription rights.

Section 4.03. Stock Split of Common Shares. The Corporation shall not in any manner subdivide (by any stock split, reclassification, stock dividend, recapitalization, or otherwise) or combine the outstanding shares of one class of common shares unless the outstanding shares of all classes of common shares shall be proportionately subdivided or combined.

Section 4.04. Conversion Rights of Class B Common Shares.

(a) Automatic Conversion. Each Class B Common Share shall convert automatically into one fully paid and nonassessable Class A Common Share upon the occurrence of any of the following events: (i) after the initial sale of Class B Common Shares by the Corporation, the subsequent sale, gift, or other transfer of the Class B Common Shares to a person, party or entity other than a holder of Class B Common shares or an entity controlled by these individuals, or (ii) the exchange of a Class B Common Share for a class A Common Share. Each of the foregoing automatic conversion events shall be referred to as a "Event of Automatic Conversion".

(b) Automatic Conversion Procedure. Promptly upon the occurrence of an Event of Automatic Conversion such that Class B Common Shares are converted automatically into Class A Common Shares, the holder of such shares shall surrender the certificate or certificates therefor, duly endorsed in blank or accompanied by proper instruments of transfer, at the office of the Corporation or of any transfer agent for the Class A Common Shares, and shall give written notice to the Corporation at such office (i) stating that the shares are being converted pursuant to an Event of Automatic Conversion into Class A Common Shares, (ii) specifying the Event of Automatic Conversion (and, if the occurrence of such event is within the control of the transferor, stating the transferor's intent to effect an Event of Automatic Conversion), (iii) identifying the number of Class B Common Shares being converted, and (iv) setting out the name or names (with addresses) and denominations in which the certificate or certificates for Class A Common Shares shall be issued and including instructions for delivery thereof. Delivery of such notice together with the certificates representing the Class B Common Shares shall obligate the Corporation to issue such Class A Common Shares and the Corporation shall be justified in relying upon the information and the certification contained in such notice and shall not be liable for the result of any inaccuracy with respect thereto. Thereupon, the Corporation or its transfer agent shall promptly issue and deliver at such stated address to such holder or to the transferee of Class B Common Shares a certificate or certificates for the number of Class A Common Shares to which such holder or transferee is entitled

registered in the name of such holder, the designee of such holder or transferee as specified in such notice. To the extent permitted by law, conversion pursuant to an Event of Automatic Conversion shall be deemed to have been effected as of the date on which the Event of Automatic Conversion occurred (such date being the "Conversion Date"). The person entitled to receive the Class A Common Shares issuable upon such conversion shall be treated for all purposes as the record holder of such Class A Common Shares at and as of the Conversion Date, and the right of such person as the holder of Class B Common Shares as the case may be, shall cease and terminate at and as of the Conversion Date, in each case without regard to any failure by the holder to deliver the certificates or the notice required by this subparagraph (b).

(c) Reissue of Shares. Class B Common Shares that are converted into Class A Common Shares as provided herein shall be retired and cancelled and shall not be issued.

(d) Reservation. The Corporation hereby reserves and shall at all times reserve and keep available, out of its authorized and unissued Class A Common Shares, for the purposes of effecting conversions, such number of duly authorized Class A Common Shares as shall from time to time be sufficient to effect the conversion of all outstanding Class B Common Shares. The Corporation covenants that all the Class A Common Shares so issuable shall, when so issued, be duly and validly issued, fully paid and nonassessable, and free from liens and charges with respect to the issue. The Corporation will take all such action as may be necessary to assure that all such Class A Common Shares may be so issued without violation of any applicable law or regulation, or of any requirements of any securities exchange or market upon which the class A Common Shares may be listed or traded. The Corporation will not take any action that results in any adjustment of the conversion ratio if the total number of Class A Common Shares issued and issuable after such action upon conversion of the Class B Common Shares would exceed the total number of Class A Common Shares then authorized by these Articles of Incorporation.

Section 4.05. Distributions to Shareholders. The Board of Directors may authorize and the Corporation may make distributions to its shareholders if, after giving the distribution effect, (a) the Corporation would be able to pay its debts as they become due in the usual course of business and, (b) the Corporation's total assets would be greater than its total liabilities, without regard to any amount that would be needed if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

Section 4.6. Record Ownership of Shares or Rights. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner

thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 5

Directors

Section 5.01. Number and Qualifications. The number of directors of the Corporation shall be specified, from time to time, by the Code of Bylaws (the "Bylaws"), which number may be increased or decreased from time to time by amendment of the Bylaws. Directors need not be shareholders of the Corporation.

Section 5.02. Provision Limiting Authority of Shareholders to Remove Directors. Notwithstanding any other provisions of this Certificate of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, this Certificate of Incorporation or the Bylaws of the Corporation), any director or the entire Board of Directors of the Corporation may be removed at any time, but only for cause and only by the affirmative vote of seventy-five percent (75%) or more of the votes entitled to be cast by the holders of all then outstanding shares of the voting stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the provisions of Section 6.03 of this Article shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

ARTICLE 6

Incorporation

Name and Address. The name and address of the Incorporator of the Corporation are as follows:

Jeffrey M. Birnbach
523 South Palm Avenue, Suite One
Sarasota, FL 34236 USA

ARTICLE 7

Code of Bylaws; Indemnification; Unanimous Written Action; Amendments of Articles

Section 7.01. Code of Bylaws. The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to

make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Section 7.02. Liability for Monetary Damages. No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

Section 7.03. Indemnification. The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director, officer, employee or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Section 7.04. Unanimous Written Action Authorized. Any action of the stockholders may be taken without a meeting if a consent in writing, setting forth the action so taken shall be taken by unanimous written consent of all the stockholders of the Corporation and filed with the secretary of the Corporation as part of the corporate records. It is not necessary that all stockholders sign the same document.

Section 7.05. Amendments to Articles. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon shareholders of these Articles or any amendment hereto are granted subject to this reservation.

ARTICLE 8

Stockholders Meetings

Except as otherwise provided by law, at any annual or special meeting of stockholders only such business shall be conducted as shall have been properly brought before the meeting. Except as otherwise provided in this Section 8, in order to be properly brought before the meeting, such business must have either been: (A) specified in written notice of the meeting (or any supplement thereto) given to the stockholders of record on the record date for such meeting by or at the direction of the Board of Directors; (B) brought before the meeting at the direction of the Chief Executive Officer, the President of the Corporation or the

Board of Directors; or (C) specified in a written notice given by or on behalf of a stockholder of record on the record date for such meeting entitled to vote thereat or duly authorized proxy for such stockholders, in accordance with all of the following requirements. A notice referred to in clause (C) of the preceding sentence must be delivered personally to, or mailed to and received at, the principal executive office of the Corporation, addressed to the attention of the secretary, not less than 45 days nor more than 60 days prior to the meeting; provided, however, that in the event that less than 55 days' notice or prior public disclosure of the meeting is given or made to stockholders, notice by stockholder to be timely must be so received not later than the close of business on the tenth day following the day on which such notice of the date of the annual or special meeting was mailed or such public disclosure was made, whichever first occurs. Such notice referred to in clause (C) of the first sentence of this Section 8 shall set forth: (i) a description of each such item of business proposed to be brought before the meeting and the reasons for conducting such business at such meeting; (ii) the name and address of the person proposing to bring such business before the meeting; (iii) the class and number of shares held of record, held beneficially and represented by proxy by such person as of the record date for the meeting (if such date has then been made publicly available) and as of the date of such notice; (iv) if any item of such business involves a nomination for Director, all information regarding each such nominee that would be required to be set forth in a definitive proxy statement filed with the Securities and Exchange Commission (the "Commission") pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any successor thereto, and the written consent of each such nominee to serve if elected; (v) any material interest of the stockholder in such item of business; and (vi) all other information that would be required to be filed with the Commission if, with respect to the business proposed to be brought before the meeting, the person proposing such business was a participant in a solicitation to Section 14 of the Exchange Act or any successor thereto. No business shall be brought before any meeting of stockholders of the Corporation otherwise than as provided in this Section 8. The Board of Directors may require a proposed nominee for Director to furnish such other information as may be required to be set forth in a stockholder's notice or nomination, which pertains to the nominee or which may be reasonably required to determine the eligibility of such proposed nominee to serve as a Director of the Corporation. The Chairman of the meeting may, if the facts warrant, determine that a nomination or stockholder proposal was not made in accordance with the foregoing procedure, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination or proposal shall be disregarded.

Special Meetings of Stockholders may only be called by (i) stockholders holding at least forty percent (40%) of the votes entitled to be cast on any issued proposed to be cast at the proposed special meeting, (ii) the Chairman of the Board of Directors, (iii) the President or (iv) a majority of the Board of Directors.

ARTICLE 9

Changes

Notwithstanding any other provisions contained in these Articles of Incorporation or in the Bylaws of the Corporation, the affirmative vote of the holders of at least eighty percent (80%) of the votes entitled to be cast by the holders of all then outstanding shares of the voting stock, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with Section 4, 5, 7, 8, and 9 of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 9th day of June, 2000.



Jeffrey M. Birnbach


CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS WITH SERVICE OF PROCESS
WITHIN FLORIDA

FILED
00 JUN 15 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. §48.091, LoCast Corporation desiring to organize under the laws of the State of Florida, hereby designates Jeffrey M. Bimbach, 523 South Palm Avenue, Building One, Sarasota, FL 34236 as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Sta. §48.091(2) relative to maintaining an office for the service of process.



Jeffrey M. Bimbach