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LAW OFFICES OF
ISAAK & ZWIRN, P.A.
4021 NORTH ARMENIA AVENUE
SUITE 103
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(813) 871-1384
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(813) 968-0784 (pager)

EILAM ISAAK
JEFFREY ZWIRN

FILED
00 AUG 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CRIMINAL LAW
PERSONAL INJURY

August 24, 2000

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

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-08/28/00--01057--006
****122.50 *****78.75

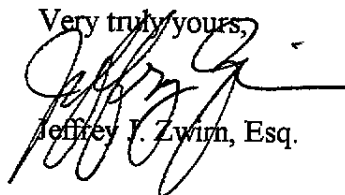
Re: GOING2 NETWORK, INC.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$122.50 for the filing fees for those Articles. Please process these documents at your earliest convenience and return a certified copy of each of those Articles to the above address.

Thank you in advance for your cooperation. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Jeffrey J. Zwirn, Esq.

EFFECTIVE DATE
08-23-00

Enclosures

8/31

ARTICLES OF INCORPORATION
OF
GOING2 NETWORK, INC.

The undersigned Incorporator for the purpose of forming a corporation under Chapter 607 Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME AND ADDRESS

The name of this corporation is GOING2 NETWORK, INC. The business mailing address of the corporation is 4021 North Armenia Ave., Tampa, Florida 33607.

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence at the time that the Articles of Incorporation are subscribed to and acknowledged.

ARTICLE IV
SHARES OF STOCK

The aggregate number of shares which the corporation is authorized to issue is 100,000,000. Such shares shall be of a single class and shall have a par value of \$.02 per share.

ARTICLE V
PURPOSE

This corporation is organized for the purpose of transacting any business that a corporation may engage in under the laws of the State of Florida.

ARTICLE VI
INITIAL SUBSCRIBER

The initial subscriber to these Articles of Incorporation is JASON MAX CHESTER, whose address is 4021 North Armenia Ave., Tampa, Florida 33607.

FILED
00 AUG 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
08-23-00

**ARTICLE VII
OFFICERS DIRECTORS**

Officers and Directors shall be duly elected by the Bylaws of the Corporation and shall serve until the next election or their resignation. The officers and directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one.

**ARTICLE VIII
BYLAWS**

The Bylaws of the Corporation shall be made by the Initial Subscriber. The Bylaws shall be adopted and may be amended in accordance with the procedure set forth in the Bylaws.

**ARTICLE IX
AMENDMENT**

The Articles of Incorporation of the Corporation may be amended by resolution of the Board of Directors, approved by the members of the Corporation, as provided in the Bylaws of the Corporation.

**ARTICLE X
RESIDENT OFFICE AND REGISTERED AGENT**

The Resident Office and the Registered Agent of the Corporation shall be:

Jeffrey J. Zwiern
4021 North Armenia Ave.
Tampa, Florida 33607

The undersigned subscriber has executed these Articles of Incorporation this 23rd of August, 2000.


JASON MAX CHESTER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of August 2000 by JASON MAX, the foregoing subscriber, who is personally known to me and who did take the oath.

NOTARY PUBLIC:

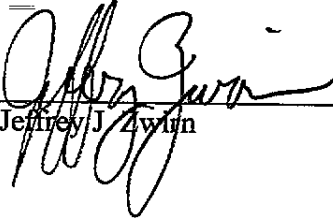


ADRIENNE ZWIERN
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. CC757914
MY COMMISSION EXPIRES 07/01/2002



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GOING2 NETWORK, INC, at the place designated in the Articles of Incorporation, I Jeffrey J. Zwirn, hereby agree to act in this capacity and agree to comply with the provisions of Section 48.091, Fla. Stat., relative to keeping such office open.


Jeffrey J. Zwirn

State of Florida
County of Hillsborough

The foregoing instrument was acknowledged before me this 23rd day of August, 2000 by Jeffrey J. Zwirn, the Registered Agent, who is personally known to me and who did take the oath. oath.

NOTARY PUBLIC.

My Commission Expires:



FILED
09 AUG 28 AM 11:33
CLASHASSEE, FLORIDA



ADRIENNE ZWIRN
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. CC757914
MY COMMISSION EXPIRES 07/09/2002