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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904) 359-7000
Fax Number : (904) 359-7712

FLORIDA PROFIT CORPORATION OR P.A.

Callahan Internet Marketing, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
CALLAHAN INTERNET MARKETING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation is Callahan Internet Marketing, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal place of business and mailing address of this Corporation shall be 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

**ARTICLE V
INDEMNIFICATION**

Directors, officers, employees and agents of this Corporation may be indemnified to the fullest extent permitted by Florida law.

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ARTICLE VI
INCORPORATOR

The name and street address of the incorporation are Jeanne E. Helton, Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

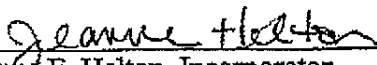
ARTICLE VII
BYLAWS

The Board of Directors shall adopt bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII
AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by the law of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of September, 2000.



Jeanne E. Helton, Incorporator

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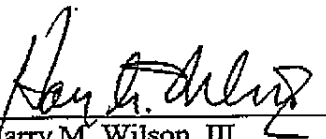
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, Callahan Internet Marketing, Inc., organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is Callahan Internet Marketing, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: 
Harry M. Wilson, III
Vice-President

Date: September 26, 2000

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