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OF COUNSEL:  
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BLOCK & COLUCCI, P.C.  
LAW OFFICES OF LAWRENCE W. DUFFY

September 28, 1999

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

FILED  
DEPT. OF STATE  
CORPORATIONS  
50 OCT -2 PM 12:54

Re: MY DEVELOPMENT ONLINE, INC.

Dear Sirs/Madam:

Enclosed please find Articles of Incorporation and Certificate of Registered Agent in connection with the referenced corporation. Also enclosed is our firm's check in the amount of \$78.75 representing the filing fee, certified copy and registered agent designation fee. Please send the certified copy back to my attention at the above-referenced address.

If you have any questions concerning the contents of this letter, or the enclosed articles of incorporation, please do not hesitate to call.

Sincerely,



M. Chris Edwards  
w/enc.

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-10/02/00--01123--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

cc: Marc Schreiber

gf 10/4/00

**ARTICLES OF INCORPORATION**  
**OF**  
**MY DEVELOPMENT ONLINE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT -2 PM 12:54

**ARTICLE I**

**Name**

The name of the corporation shall be MY DEVELOPMENT ONLINE, INC.

**ARTICLE II**

**Duration**

This corporation shall exist perpetually.

**ARTICLE III**

**Purpose**

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

**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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE VII

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 254 Crane Point South, Jupiter, FL 33458, and the name of the initial registered agent of this corporation at such office is M. Chris Edwards, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 264 Crane Point South, Jupiter, FL 33458.

## ARTICLE VIII

### Initial Board of Directors

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two.

## ARTICLE IX

### Incorporator

The name and address of the person signing these Articles of Incorporation is:

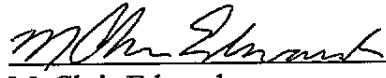
M. Chris Edwards  
264 Crane Point South  
Jupiter, FL 33458

## ARTICLE X

### Amendment

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

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 28 day of Sept, 2000.

  
M. Chris Edwards

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MY DEVELOPMENT ONLINE, INC. at the place designated in the articles of incorporation, M. Chris Edwards, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 28 day of Sept, 2000.

  
M. Chris Edwards