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October 6, 2000

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

RE: popularcatagories.com, Inc. and contextualesearch.com, Inc.

Enclosed please find the charters for the above mentioned corporations. Please accept these for filing and return copies to the above address. Also enclosed please find two checks in the amount of eighty-seven dollars and fifty cents (\$87.50) for the filing fees.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Kay
K. Ray Pinkstaff

KRP/tmw

Enclosures

624-135-532
W00-24816

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 13, 2000

K. RAY PINKSTAFF, ESQUIRE
POST OFFICE BOX 52882
KNOXVILLE, TN 37950-2882

SUBJECT: POPULARCATAGORIES.COM, INC.
Ref. Number: W00000024816

We have received your document for POPULARCATAGORIES.COM, INC.. However, the document has not been filed and is being returned for the following:

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

Please complete Article(s) TEN.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 900A00054030

EFFECTIVE DATE

10/4/00

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

popularcatagories.com, INC.

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is popularcatagories.com, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 106 Squire Hill Road, Longwood, FL 32779.

The mailing address, wherever located, of the corporation is:

PMB 206, 380 SR 434
Suite 1004
Altamonte Springs, FL 32714

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is: 1201 Hays Street, Tallahassee, FL 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator is:

Bill Marquez
106 Squire Hill Road
Longwood, FL 32779

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or

may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are as follows:

To engage in the business of employment consulting and placement and to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporation existence of the corporation shall begin on Oct 4, 2000.

Signed on Oct 4, 2000.


Bill Marquez, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


BRIAN COURTNEY, ASST. V.P.

Date: 10/23/00

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