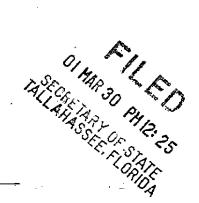
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CORP. NAME:	ONLINE TOO	CHARTERS, IN	VC. O
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	EPAID WITH CHECK#_\05		RECEIVED 01 MAR 30 M ID: 53 DIVISION OF CORPORATION
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Examiner's Initials

ARTICLES OF INCORPORATION

OF

ONLINE TOO CHARTERS, INC.



Article I - Name

The name of this corporation is:

ONLINE TOO CHARTERS, INC.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue Five Thousand (5,000) shares of One (\$1.00) Dollar par value common stock.

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 issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial principal office and the initial registered office of this corporation is 1401 East Broward Boulevard, Suite 300, Fort Lauderdale, Florida 33301; and the name of the initial registered agent of this corporation at that address is **J. PATRICK DYAL**.

Article VII - Initial Board of Directors

This corporation shall have two (2) 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 one (1).

SARA WUCHEVICH

Director/President/Treasurer

1323 Southeast 17th Street, Suite 155 Fort Lauderdale, Florida 33316

DANA C. CAMPO

Director/Vice President/Secretary

1323 Southeast 17th Street, Suite 155 Fort Lauderdale, Florida 33316

Article VIII - Incorporator

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

J. PATRICK DYAL

300 Victoria Park Centre 1401 East Broward Boulevard Fort Lauderdale, Florida 33301

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 294 day of _________, A.D. 2001.

J. PATRICK DYAL, Subscriber

STATE OF FLORIDA

SS.:

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared J. PATRICK DYAL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 29th day of March, A.D. 2001.

NOTARY PUBLIC

Print Name Commission No.

Commission Expires

PATRICIA CAVANAUGH
MY COMMISSION # CC 674357
EXPIRES: November 26, 2001
Bonded Thru Notary Public Underwriters

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST — THAT **ONLINE TOO CHARTERS, INC.,** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1323 SOUTHEAST 17TH STREET, SUITE 155, FORT LAUDERDALE, FLORIDA 33316, HAS NAMED **J. PATRICK DYAL,** LOCATED AT ROGERS, MORRIS & ZIEGLER, 1401 EAST BROWARD BOULEVARD, SUITE 300, FORT LAUDERDALE, FLORIDA 33301, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

J. PATRICK DYAL

DATED: March 29, 2001

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