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Liberty-
ONLINE.NET

FILED
02 JUN 10 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE Process the enclosed

Articles of INC. for

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-06/10/02--01029--017
*****70.00 *****70.00

Liberty Online, INC.

Thank you

Robert Rose
6305 Secret Court
Tampa, FL 33625

✓
CB 6-11

**ARTICLES OF INCORPORATION OF
LIBERTY ONLINE, INC.**

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SEAL STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of the age of eighteen (18) years or more, a citizen of the State of Florida, acting as Incorporator of a corporation in compliance with Chapter 607 of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the Corporation is Liberty Online, Inc.

ARTICLE II

Period of Duration

The period of duration is perpetual.

ARTICLE III

Section 1 Purposes

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which the Corporation may be incorporated and not prohibited by the Florida Business Corporation Act, as now written or as hereafter amended.

Section 2 -Statutory Powers

Subject to any specific written limitations or restrictions imposed by the Florida Business Corporation Act or by other applicable laws, and solely in the furtherance of and not in addition to the purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers not inconsistent with these Articles.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000,000 shares of Common Stock with one cent (\$.01) par value per share.

ARTICLE V

Section 1 -Address of Initial Registered Office and Name of Initial Registered Agent

The address of the initial registered office of the Corporation is 6305 Secret Court, Tampa, Florida 33625. The name of the initial registered agent of the Corporation at such address is Karen Rose.

Section 2 -Address of Principal Office

The address of the principal place of business of the Corporation is 6305 Secret Court, Tampa, Florida 33625.

ARTICLE VI

Data on Respective Directors

The number of Directors constituting the initial Board of Directors shall be four (4). The name and address of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Karen & Robert Rose	6305 Secret Court Tampa, FL 33625
Stacy L. & Jeffrey J. Hosman	19419 Via Del Mar #203 Tampa, Florida 33647

Adoption of the Bylaws

The initial Bylaws shall be adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by action of the shareholders.

ARTICLE VII

Data Respecting Incorporator

The name and address of the Incorporator is as follows:

Robert Rose
6305 Secret Court
Tampa, FL 33625

ARTICLE VII

Denial of Cumulative Voting

Cumulative voting of shares in the election of Directors or upon any other matter is expressly prohibited. The shareholders entitled to vote for the election of Directors shall be entitled to cast one vote per directorship for each share held, and no more.

ARTICLE IX

Denial of Pre-Emptive Rights of Shareholders

No shareholder of this Corporation shall have any pre-emptive right to acquire additional, unissued or treasury shares of the Corporation, or any other securities of the Corporation.

ARTICLE X

Indemnification of Directors and Officers

The Corporation shall provide indemnification of directors and officers of the Corporation to the full extent allowable by law, including but not limited to the provisions of the Florida Business Corporation Act, as now written or as hereafter amended.

ARTICLE XI

Limitation of Liability

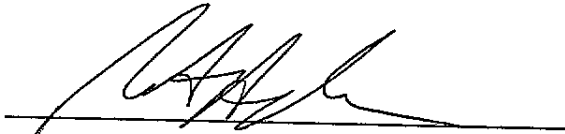
No director of the Corporation shall be liable to the Corporation or any of its shareholders for monetary damages for an act or omission in the director's capacity as a director, provided, however, that the limitation of liability contained in this Article XI shall not eliminate or limit the liability of a director to the extent the director is found liable for an action recited in Section 607.0831 of the Florida Business Corporation Act. This Article XI shall provide limitation of liability for directors of the Corporation to the full extent allowable by law, including but not limited to the provisions of the Florida Business Corporation Act, as now written or as hereafter amended.

ARTICLE XIII

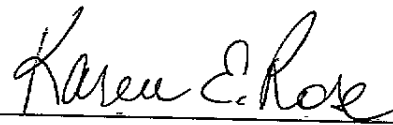
Shareholder Consent Election

It is hereby provided that any action required to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents, in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

IN WITNESS WHEREOF, I have hereunder set my hand this 2 day of June,
2002


Robert Rose, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Karen Rose

Date: 6/4/02