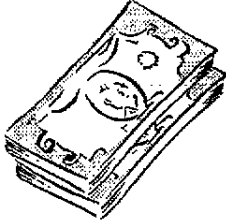


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FREE INTERNET OFFERINGS, INC.



P. O. Box 49061
Jax Beach, FL 32240

Office (904) 249-0851
Fax: (904) 246-8738

July 20, 2002

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-07/24/02--01024--011
*****70.00 *****70.00

Secretary of State
State of Florida
ATTN: Filing Section
The Capitol Building
P. O. Box 6327
Tallahassee, FL 32301

Re: Filing of Articles of Incorporation
Free Internet Offerings, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above corporation. The filing fee of \$70.00 is enclosed.

Please file these Articles of Incorporation as appropriate, stamp the copy of the Articles, and return the stamped copy to the address above at your earliest convenience. A reply envelope is enclosed for your use.

Thank you for your attention to this matter.

Sincerely,

Art Regnier
Incorporator

Enclosures

7/25

FILED
02 JUL 24 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
of
FREE INTERNET OFFERINGS, INC.**

FILED
02 JUL 24 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: The name of the corporation is **Free Internet Offerings, Inc.**

ARTICLE II: The corporation shall exist for perpetuity commencing on the date of execution of these Articles.

ARTICLE III: This corporation is organized for any and all lawful business allowed under the laws of the State of Florida or the United States of America.

ARTICLE IV: The corporation is authorized to issue 100 shares of common stock, with a par value of \$1.00 each.

ARTICLE V: The street address of the initial registered office of this corporation is 1212 7th St., North, Jax Beach, Florida 32250, with a mailing address of P. O. Box 49061, Jax Beach, Florida 32240, and the name of the initial registered agent at that address of this corporation is **EUGENE ARTHUR REGNIER, II.**

ARTICLE VI: The principal place of business of this corporation shall be P. O. Box 49061, Jax Beach, Florida 32240.

ARTICLE VII: This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Nadine Galasso
P. O. Box 50555
Jax Beach, FL 32240-0555

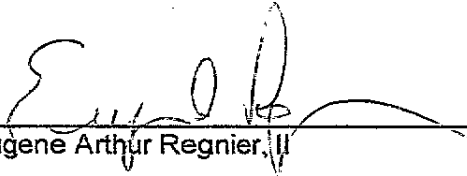
Eugene Arthur Regnier, II
1212 7th St., North
Jax Beach, FL 32250

ARTICLE VIII: The name and address of the person signing these Articles is **EUGENE ARTHUR REGNIER, II.**

ARTICLE IX: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: The corporation reserves the right to amend or repeal any provision 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, the undersigned subscriber has executed these Articles of Incorporation this 20th day of July, 2002.



Eugene Arthur Regnier, II

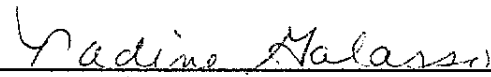
STATE OF FLORIDA)
)
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared **EUGENE ARTHUR REGNIER, II**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 20th day of July, 2002.



NADINE GALASSO
MY COMMISSION # DD 094226
EXPIRES: March 18, 2006
Bonded Thru Budget Notary Services




Notary Public, State of Florida
My Commission expires:
Commission Number: _____

 X Personally known to me, OR
____ Produced drivers license as
 identification

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for **FREE INTERNET OFFERINGS, INC.**, at the place designated in the Articles of Incorporation, **I HEREBY AGREE TO ACT** in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

Dated this 20th day of July, 2002.



Eugene Arthur Regnier, II

FILED
02 JUL 24 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA