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SECRETARY OF STATE
TALLAHASSEE FLORIDA

LAW OFFICES
SCRUGGS & CARMICHAEL, P.A.

DOWNTOWN OFFICE:

ONE S.E. FIRST AVENUE 32601
POST OFFICE BOX 23109 32602
GAINESVILLE, FLORIDA
TELEPHONE (352) 376-5242
FAX (352) 375-0690

WEST OFFICE:

METROCORP CENTER
4041 N.W. 37TH PLACE
SUITE B
GAINESVILLE, FLORIDA 32606
TELEPHONE (352) 374-4120
FAX (352) 378-9326

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DOWNTOWN

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WEST OFFICE

SIGSBEE L. SCRUGGS
1898-1983

PARKS M. CARMICHAEL
1909-1994

WILLIAM D. PRIDGEON
1933-1980

MICHELLE VAUGHNS
1946-1982

RETIRED

RAY D. HELPLING
WILLIAM N. LONG
WILLIAM C. ANDREWS

JAMES G. LARCHE, JR.
JOHN F. ROSCOW III
STAN CUSHMAN†
FRANK P. SAIER
PHILIP A. DeLANEY
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MITZI COCKRELL AUSTIN†
JOHN G. STINSON
KEVIN DALY
RAYMOND M. IVEY
MARY DAY COKERT
JEFFREY R. DOLLINGER
JEFFERSON M. BRASWELL
KEVIN D. JURECKO
JOHN F. ROSCOW IV
ELIZABETH A. MARTIN

†CERTIFIED FAMILY MEDIATOR
‡CERTIFIED CIVIL MEDIATOR

June 27, 2003

Corporate Records Bureau
Division of Corporations, Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Schmooz, Inc.

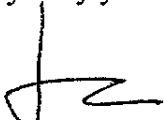
Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return to me one certified copy. I am enclosing this firm's trust check in the amount of \$78.75 as follows:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
TOTAL	\$78.75

Your prompt attention in this matter is appreciated.

Very truly yours,


John F. Roscow, IV

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 7, 2003

JOHN F. ROSCOW, IV, ESQUIRE
PO BOX 23109
GAINESVILLE, FL 32602-3109

SUBJECT: SCHMOOZ, INC.
Ref. Number: W03000019155

We have received your document for SCHMOOZ, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 303A00040185

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF ¹of Gainesville
Schmooz, Inc.
a Florida Corporation

The undersigned, acting as Incorporator for this Florida corporation hereby incorporated under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, and the undersigned hereby adopts the following Articles of Incorporation for this Corporation:

ARTICLE I – CORPORATE NAME & ADDRESS

The name of this Corporation is **Schmooz, Inc.**¹ *of Gainesville*, and the mailing address for the principal office of this corporation is 4312 Northwest 12th Place, Gainesville, Florida, 32605. The telephone number is (352) 384-3806.

ARTICLE II – PURPOSE

The Corporation is organized for any purpose lawful under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III – DURATION

The Corporation shall have perpetual existence, and shall commence

existence upon signing these Articles or later if required by law.

ARTICLE IV - AMENDMENTS

These Articles of Incorporation can be amended at any time, upon unanimous vote of all shareholders.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value Common Stock.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first annual meeting of shareholders and until a successor(s) has been duly elected and qualified, or, if earlier, until resignation, removal from office, or death. The number of directors may be increased or decreased at any time, upon unanimous vote of all shareholders. The name and address of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
Virginia A. Stoppelli	4312 N.W. 12 th Place Gainesville, Florida 32605

ARTICLE VII - INCORPORATOR

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


<u>Name</u>	<u>Address</u>
Virginia A. Stoppelli	4312 N.W. 12 th Place Gainesville, Florida 32605

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and office address of the initial Registered Agent of this Corporation is:

<u>Name</u>	<u>Address</u>
Virginia A. Stoppelli	4312 N.W. 12 th Place Gainesville, Florida 32605

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of June, 2003.

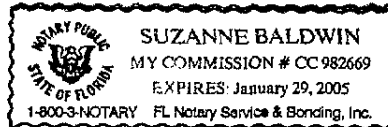

Virginia A. Stoppelli
As Incorporator of Schmooz, Inc. of Gainesville

STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me on this 27th day of June, 2003, by Virginia A. Stoppelli, who is personally known to me or who produced _____ as identification, and who did not take an oath.



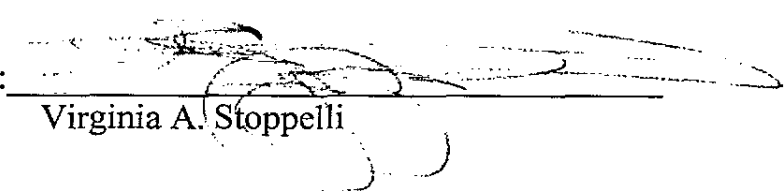
NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Schmooz, Inc., a ^{of Gainesville} Florida Corporation.

Date: June 27, 2003

By: 

Virginia A. Stoppelli

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SECRETARY OF STATE
TALLAHASSEE FLORIDA