

MARKS, GRAY, CONROY & GIBBS
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

JAMES C. RINAMAN, JR.
H. FRANKLIN PERRITT, JR.
VICTOR M. HALBACH, JR.
GERALD W. WEEDON
WILLIAM L. THOMPSON, JR.
NICHOLAS V. PULIGNANO, JR.
WILLIAM M. CORLEY
JEPHIA F. BARBOUR
STEPHEN C. BULLOCK
KAREN C. HOFFMAN
LINDA C. INGHAM
SUSAN B. ERDELYI
ROBERT E. BROACH

ALAN K. RAJAN
WILLIAM K. THAMES, II
CHRISTOPHER D. GRAY
GARY S. STERC
DANIEL A. NICHOLAS
STEPHEN B. GALLAGHER
M. SCOTT THOMAS
GREGORY A. LAWRENCE
EDWARD K. COTTRELL

OF COUNSEL
RANDAL C. FAIRBANKS

RICHARD P. MARKS (1876-1942)
SAM R. MARKS (1885-1973)
HARRY T. GRAY (1890-1975)
FRANCIS P. CONROY, II (1912-1991)
DELBRIIDGE L. GIBBS (1917-1992)

SUITE 800
1200 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207

POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 398-0900
TELECOPIER (904) 399-8440

February 22, 1995

Florida Department of State
Division of Corporations
P. O. Box 612
Tallahassee, FL 32314

4000001414844
-02/24/95--11065--008
****122.50 ****122.50

Re: Internet Commercial Brokers and Agents, Inc.

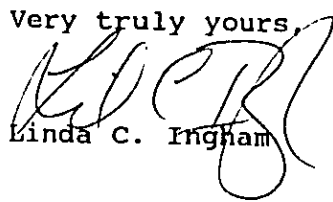
Dear Sir/Madam:

I am enclosing for filing the Articles of Incorporation and Certificate of Acceptance of Designation of Registered Agent regarding the above-referenced matter. Also enclosed is our check, in the amount of \$122.50, representing the filing fee.

We would appreciate your filing these documents and returning the certified/receipt stamped copies by regular mail to us at your earliest convenience.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,


Linda C. Ingham

/LCI
Enclosures

FILED
FEB 23 1995
11:31 AM

**ARTICLES OF INCORPORATION
OF
INTERNET COMMERCIAL BROKERS AND AGENTS, INC.**

ARTICLE I

The name of this corporation is **INTERNET COMMERCIAL BROKERS AND AGENTS, INC.**

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock having a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The principal office of the business of the corporation shall be 7901 Baymeadows Way, Suite 25, Jacksonville, Florida 32256. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1200 Riverplace Blvd., Suite 800, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Linda C. Ingham. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

FILED
55-24 PM 3:15
JAN 24 1991
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James H. Ingham	7901 Baymeadows Way Suite 25 Jacksonville, Fl. 32256
Linda C. Ingham	7901 Baymeadows Way Suite 25 Jacksonville, Fl. 32256

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Linda C. Ingham	1200 Riverplace Blvd., Suite 800 Jacksonville, FL 32207

ARTICLE IX

BYLAWS


Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

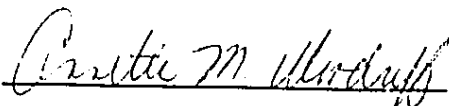
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 22 day of February, 1995.

 (SEAL)
Linda C. Ingham, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22nd day of February, 1995, by Linda C. Ingham, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:



print Annette M. Worduff

My Commission No. CC146782

State of Florida at Large (Seal)

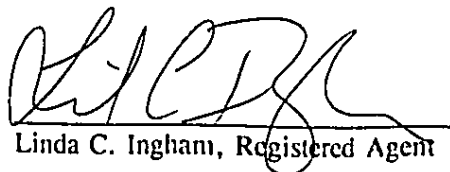
My Commission Expires:

Notary Public, State of Florida
My Comm. Exp. Oct. 20, 1995
Bonded thru PICHARD Ins. Agency

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
INTERNET COMMERCIAL BROKERS AND AGENTS, INC.**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Church Development & Counsel, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1200 Riverplace Blvd., Suite 800, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 22 day of February, 1995.


Linda C. Ingham, Registered Agent

81955

FILED
95 FEB 21, PM 3:15
JACKSONVILLE, FLORIDA

P95000016108

MARKS, GRAY, CONROY & GIBBS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

JAMES C. RHAMAN, JR.
H. FRANKLIN PERRITT, JR.
VICTOR M. HALBACH, JR.
GERALD W. WEDDON
WILLIAM L. THOMPSON, JR.
NICHOLAS V. PULIGNANO, JR.
WILLIAM M. CORLEY
JEPHIA F. BARBOUR
STEPHEN C. BULLOCK
KAREN C. HOFFMAN
LINDA C. INGHAM
SUSAN B. ERDELYI
ROBERT C. BROACH

ALAN K. RAGAN
CHRISTOPHER D. O'NEAL
GARY B. STERE
DANIEL A. NICHOLAS
STEPHEN B. GALLAGHER
M. SCOTT THOMAS
GREGORY A. LAWRENCE
EDWARD K. COTTRELL

OF COUNSEL
RANDAL C. FAIRBANKS

RICHARD P. MARKS (1878-1942)
SAM R. MARKS (1888-1973)
HARRY T. GRAY (1880-1978)
FRANCIS P. CONROY, II (1912-1991)
DEI BRIDGE L. GIBBS (1817-1992)

SUITE 800
1200 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207
POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201
TELEPHONE (904) 399-0900
TELECOPIER (904) 399-8440

May 30, 1995

Secretary of State
Florida Department of State
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000001503330
-06/01/95--01054--009
*****70.00 *****70.00

RE: Internet Commercial Brokers and Agents, Inc.

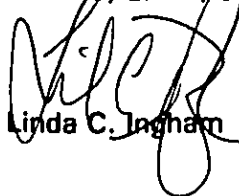
Dear Sir/Madam:

Enclosed are copies of the Articles of Amendment of Internet Commercial Brokers and Agents, Inc. n/k/a Internet Association Group, Inc.

Please acknowledge receipt of the enclosed on the attached copy of this letter and return to me in the enclosed self-addressed, stamped envelope provided for your convenience.

Very truly yours,

MARKS, GRAY, CONROY & GIBBS, P.A.


Linda C. Ingham

LCI/wk
Enclosures

Name Change

RFJ 6-20-95

FILED
1995 JUN -1 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
INTERNET COMMERCIAL BROKERS AND AGENTS, INC.**

1. Article I of the Articles of Incorporation of Internet Commercial Brokers and Agents, Inc. is hereby amended to read:

ARTICLE I

1. The name of this corporation is Internet Association Group, Inc.
2. The foregoing amendment was adopted by the Board of Directors and by the stockholders of this corporation on May 25, 1995.
3. Upon the effectiveness of the foregoing amendment, the corporation shall cease using its current name and shall begin to use the name as provided in Article I as hereby amended.

FILED
1995 JUN - 1 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned President and Vice-President of this corporation have executed these Articles of Amendment, this 30th day of May, 1995.


JAMES H. INGHAM
President and Vice President

STATE OF FLORIDA

COUNTY OF DUVAL

Before me the undersigned authority personally appeared James H. Ingham, to me well known and known to me to be the President and Vice President of Internet Commercial Brokers and Agents, Inc., n/k/a Internet Association Group, Inc., and he

acknowledged before me that he executed the above Articles of Amendment for the
uses and purposes therein set forth.

Witness my hand and official seal this 31st day of May, 1935.

Wendy Kress
Notary Public, State of Florida At Large

Wendy Kress
Print Name of Notary

(Seal)

