

MICHAEL J. BRUTZ

ATTORNEY AT LAW

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April 26, 1995

PA6000035112

400001469534
-05/01/95--01065--003
*****70.00 *****70.00

Secretary
P.O. Box 27
Tallahassee, FL 32303

RE: Articles of Incorporation

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation, along with my check in the amount of \$70.00 to cover the costs of filing the same.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,

Michael J. Brutz

MJB/cah

Enclosure

TALLAHASSEE, FLORIDA

K-K

ARTICLES OF INCORPORATION OF
PROFESSIONALS ONLINE, INC.

ARTICLE I
Name

The name of this Corporation is Professionals Online, Inc.

ARTICLE II
Duration

The Corporation shall have a perpetual existence.

ARTICLE III
Purpose

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Office and Agent

The initial registered office and principal business address of this Corporation shall be 330 5th Avenue, Indialantic, FL 32903 and the initial registered agent of this Corporation at such office shall be Eric R. Edgerton, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

FILED
05 MAY - 1 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Initial Board of Directors

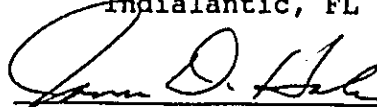
The Initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time, by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than three (3). The names and addresses of the Directors constituting the Initial Board of Directors are:


NAME	ADDRESS
James D. Hale	3059 Rio Plumosa, North Indialantic, FL 32903
Eric R. Edgerton	3074 Rio Baya, North Indialantic, FL 32903

ARTICLE VII
Incorporator

The names and street addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
James D. Hale	3059 Rio Plumosa, North Indialantic, FL 32903
Eric R. Edgerton	3074 Rio Baya, North Indialantic, FL 32903



JAMES D. HALE


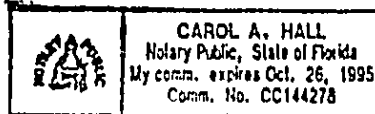
ERIC R. EDGERTON

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation for Professionals Online, Inc. were acknowledged before me this 20th day of April, 1995, James D. Hale and Eric R. Edgerton as Incorporators.

Carol A. Hall
Notary Public

My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Professionals Online, Inc., Eric R. Edgerton, agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

Eric R. Edgerton

Eric R. Edgerton
3074 Rio Baya, North
Indianalantic, FL 32903

Dated: 4/20/95

FILED
95 MAY -1 PM 3:34
TALLAHASSEE, FLORIDA

P95000035112

PROFESSIONALS ONLINE, INC
330 FIFTH AVE.
INDIALANTIC, FL 32903

600002119286--3
-03/20/97--01085--017
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 MAR 20 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/24

Examiner's Initials	
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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: PROFESSIONALS ONLINE, INC.

SECOND: The date dissolution was authorized: December 31, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

[X] Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

[] Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

James D. Hale - 100 Shares & Eric R. Edgerton - 100 Shares (voting group)

Signed this 31st day of December, 19 96

Signature [Handwritten Signature] (By the Chairman or Vice Chairman of the Board, President, or other officer)

Eric R. Edgerton (Typed or printed name)

President (Title)

FILED 97 MAR 20 PM 4: 09 SECRETARY OF STATE TALLAHASSEE, FLORIDA