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June 1, 1995

REPLY TO: BROOKSVILLE

State of Florida
Department of State
Corporate Divisions
P.O. Box 6327
Tallahassee, FL 32314

500001513305
-06/15/95--01016--008
****122.50 ****122.50

Re: Premium Internet Corporation

Dear Sir:

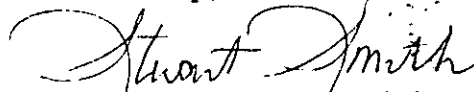
Please find enclosed an original and one (1) copy of the ARTICLES OF INCORPORATION for the above-referenced company. Please file the original in your offices and return to this office a certified copy.

I have also enclosed a check in the amount of \$122.50 which will cover the following:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

If you should have any questions concerning this matter, feel free to contact this office at any time.

Sincerely,


Stuart Symington Smith

SSS/vdm
Enc.

DBROWN JUN 14 1995

ARTICLES OF INCORPORATION
OF
PREMIUM INTERNET CORPORATION

FILED
95 JUL -8 AM 8:02
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Premium Internet Corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price

at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is: 2603 N.W. 13th Street, P.O. Box 310, Gainesville, Florida 32609. The name of the initial registered agent of this corporation at address is: STEVEN JOHN PHILLIPS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director no more than five. The name and address of the initial Board of Directors of the corporation is:

Steven John Phillips
8441 Jolly Roger Drive
Hudson, Florida 34667

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is : STEVEN JOHN PHILLIPS, 8441 Jolly Roger Drive, Hudson, Florida 34667.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 26th day of May, 1995.

Steven John Phillips

STEVEN JOHN PHILLIPS
Incorporator

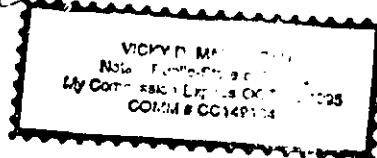
STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of County set forth above, personally appeared STEVEN JOHN PHILLIPS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 26th day of May, 1995.

Vicky D. Marimón
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: FLORIDA DEPARTMENT OF STATE
State of Florida

I, Steven John Phillips, do hereby accept the duties and responsibilities of the registered agent and am familiar with the responsibilities of a registered agent for the corporation, PREMIUM INTERNET CORPORATION, of 8441 Jolly Roger Drive, Hudson, Florida 34667.

DATED: May 26, 1995.

Steven John Phillips
Steven John Phillips, as Registered Agent
for Premium Internet Corporation

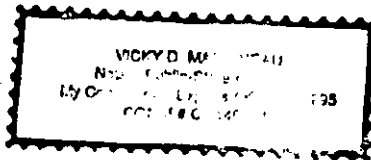
STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of Florida and County set forth above, personally appeared Steven John Phillips, known to be and known by me to be the person who executed the foregoing Consent To Appointment As Registered Agent, and he acknowledged before me that he executed that Consent To Appointment As Registered Agent.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 26 day of May, 1995.

Vicky D. Martin
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



FILED
95 JUN -8 11 8:02
TALLAHASSEE, FLORIDA