

P95000047276

Rosenblum and Oliver, P.A.

TERRY M. ROSENBLUM *
JAN P. OLIVER
MICHAEL J. ALMAN **
RONALD J. MANILOFF
MARK E. BERMAN

CENTER COURT BUILDING
2480 HOLLYWOOD BOULEVARD * SUITE 401
HOLLYWOOD, FLORIDA 33020
(305) 923-4477
523-3000
MIAMI (305) 947-3939
FAX # 927-0337

PALM BEACH OFFICE
BOCA REFLECTIONS
900 N. FEDERAL HWY.
SUITE 180
BOCA RATON, FL 33432
(407) 388-1338

* MEMBER OF FLA. & COLORADO BAR
** MEMBER OF FLA. & TEXAS BAR

June 12, 1995

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

000001512990
-06/14/95--01055--010
****122.50 ****122.50

Re: National Internet Provider, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation of the above referenced corporation together with our check in the amount of \$122.50 representing the Secretary of State Fees.

Kindly have this corporation filed and return the certified copy to me in the envelope enclosed.

Thank you for your cooperation in this regard.

Very truly yours,

ROSENBLUM AND OLIVER, P. A.,

BY: 

Michael J. ALMAN

MJA:ldks
Enc.
(check)

STAMPED: JUN 14 1995

upw

CERTIFICATE OF INCORPORATION
OF
NATIONAL INTERNET PROVIDER, INC.

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this Certificate set forth:

ARTICLE I

The name of the Corporation shall be NATIONAL INTERNET PROVIDER, INC.

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on are to any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

A. To engage in the business of health care marketing and to conduct any and all other lawfully authorized business associated with same.

B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks, and/or bonds of the company or otherwise.

C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges, and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.

F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is ONE THOUSAND (1,000) shares of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this corporation is to be located at: 2450 Hollywood Boulevard, Suite 700, Hollywood, Florida 33020.

ARTICLE VII

There shall be one or more directors of this corporation.

ARTICLE VIII

The names and post office addresses of the Incorporators are as follows:

ABRAHAM GLICKMAN
2450 Hollywood Boulevard, Suite 700
Hollywood, Florida 33020

ANDREW KATLIN
2450 Hollywood Boulevard, Suite 700
Hollywood, Florida 33020

STANLEY KATLIN
2450 Hollywood Boulevard, Suite 700
Hollywood, Florida 33020

The names and address of each director and a statement of the number of shares of stock which they agree to take are as follows:

ABRAHAM GLICKMAN	
2450 Hollywood Boulevard, Suite 700	333 Shares
Hollywood, Florida 33020	

ANDREW KATLIN	
2450 Hollywood Boulevard, Suite 700	333 Shares
Hollywood, Florida 33020	

STANLEY KATLIN	
2450 Hollywood Boulevard, Suite 700	333 Shares
Hollywood, Florida 33020	

ARTICLE IX

The Directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any

of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law, and all rights conferred on Officers, Directors and Stockholders herein and granted subject to this reserve.

ARTICLE X

The officers of this corporation are as follows:

ABRAHAM GLICKMAN, President

ANDREW KATLIN, Vice President

STANLEY KATLIN, Secretary/Treasurer

ARTICLE XII

It is the intention of the initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

ARTICLE XIII

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

NATIONAL INTERNET PROVIDER, INC. & J, INC., desiring to organize under the laws of the State of Florida with the principal offices as indicated in the Articles of Incorporation, has designated ANDREW KATLIN, to accept service of process within this State. Having been designated as Registered Agent for the above stated corporation, I hereby accept the position, agree to act in this capacity, and comply in full with the provisions of said act.




DATED this 9th day of June, 1995.


ANDREW KATLIN
Registered Agent

The Registered Agent and street address of the registered office, place of business, or location for the service of process within this state is as follows:

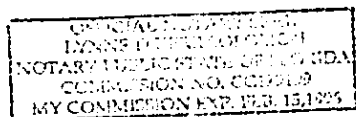
ANDREW KATLIN
2450 Hollywood Boulevard
Suite 700
Hollywood, Florida 33020

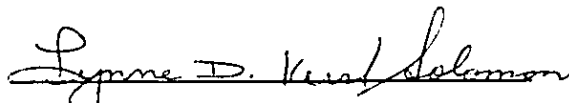
IN WITNESS WHEREOF, We have hereunto subscribed our names and affixed our seals at Miami, Dade County, Florida this 9th day of June, 1995.


ABRAHAM GLICKMAN

ANDREW KATLIN

STANLEY KATLIN

STATE OF FLORIDA)
 SS:
COUNTY OF)

The foregoing instrument was acknowledged before me this 9th day of June, 1995 by ABRAHAM GLICKMAN, ANDREW KATLIN and STANLEY KATLIN who has produced their Drivers Licenses and who did take an oath.




Notary Public State of Florida