

EDWARD S. PARRISH, JR.

ATTORNEY AND COUNSELOR AT LAW
CERTIFIED MEDIATOR

SUITE 110
501 WEST BAY STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE 904/356-2511
FAX NO. 904/356-2523

P95000051657

D. W. McKinnon, Director
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

7000001534807
-07/11/95--01085--008
****122.50 ****122.50

RE: INTERNET ORLANDO, INC.

Dear Mr. McKinnon:

Please find enclosed the original and one copy of the Articles of Incorporation of the above-captioned corporation, together with my Check # 2386 in the sum of \$122.50 to cover the following:

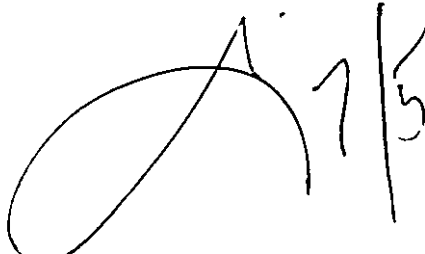
Filing fee.	\$35.00
Certified copy, Articles.	52.50
Resident Agent's Fee.	<u>35.00</u>
TOTAL	\$122.50

I would appreciate your returning the certified copy to the undersigned.

Respectfully yours,


Edward S. Parrish, Jr.

ESP:pwp
Enclosures



FILED
95 JUL -3 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNET ORLANDO, INC.

FILED
95 JUL -3 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation is a natural person and otherwise competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be INTERNET ORLANDO, INC.

ARTICLE II

The general nature of the business to be conducted by said corporation shall be as follows:

(a) To do each and every those functions concerning internetting via public and private communications systems, individually and corporately, including, but not limited to preparing programs, conducting schooling and servicing clients.

(b) To handle each and every the various transactions concerned with construction of commercial and residential internetting procedures and improvements thereof; sales of all internetting materials and supplies; distribution of said materials and supplies.

(c) To acquire by lease, purchase, gift, devise, contract, concession, or otherwise and to hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, and all real estate, lands, options, concessions grants, land patents, franchises, rights, privileges, easements, tenements, estate, hereditaments, interest, and properties of every kind, nature and description whatsoever.

To enter into make and perform contracts of every kind and description with any person, firm association or corporation, municipality, body politic, country, territory, state government, or colony or dependency thereof.

To borrow monies for any purpose the corporation may see fit upon such terms and conditions, and from such sources as may seem

expedient, and in connection herewith, to grant collateral or other security either alone or jointly with any person, firm or corporation, and to make, execute, draw, accept, discount, endorse, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such rights and privileges as from time to time may be deemed expedient by the Board of Directors, to the extent permitted under the laws of the State of Florida; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of indebtedness and collateral security in connection therewith.

To purchase, subscribe for, invest in, underwrite, acquire, hold, pledge, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise, in conjunction with others, stocks, bonds, debentures, mortgages and other evidences of indebtedness and obligations of any corporation, association, partnership. entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of indebtedness and obligations, and while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof, and to the extent now or hereafter permitted by law, and to aid by loan, subsidy, guarantee or otherwise those issuing, creating or otherwise responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

To acquire and take over any business or undertaking carried on, upon or in connection with, any lands or buildings which the corporation may desire to acquire or which it may own or in which it may be interested, and to deal generally in and with the same; to establish and carry on, and to promote the establishment and carrying on, upon any property in which the corporation is interested or otherwise, of any business which the corporation may deem it expedient to carry on for the furtherance of any interest

of the corporation.

To have one or more offices, conduct and carry on its business and operations and promote its objects within and without the State of Florida, in other states, the District of Columbia, the profits, the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business which this company is authorized to carry on; to enter into partnerships or into any arrangements of sharing profits, union of interest, reciprocal concession, joint adventure, or cooperate with any person or company carrying on, or any business which this company is authorized to carry on; or any business or transaction which this company is authorized to carry on, or any business or transaction capable of being conducted so as to directly or indirectly benefit this company.

To maintain and keep places for storage and warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods stored or deposited with it, and to have and receive all the rights and emoluments thereto belonging.

(d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of; to invest in, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III

The maximum number of shares that may be issued by the corporation is One Thousand (1,000) of which all shall be designated as One Dollar (\$1.00) par common stock. There shall be no stock of any other class or kind. Any and all shares so issued shall not be liable to the corporation or to its creditors in respect thereto. common stock of said corporation may be paid for in property, labor or services, the valuation thereof to be fixed by the Board of Directors at their organizational meeting.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than that required by law.

ARTICLE V

This corporation shall have perpetual existence unless earlier dissolved by authority or by operation of law.

ARTICLE VI

The principal office of this corporation shall be 18 Claymont Court, S., Palm Coast, Florida 32137.

ARTICLE VII

The number of directors of the corporation shall not be less than one (1) nor more than three (3), subject to the By-Laws of the corporation.

ARTICLE VIII

The names and post office address of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successor or successors are duly elected and qualified, is as follows:

James Weller Tinsley, Jr.
18 Claymont Ct., S.
Palm Coast, Florida 32137

Mary Pamela Tinsley
18 Claymont Ct., S.
Palm Coast, Florida 32137

ARTICLE IX

The name and address of the subscriber to this Certificate of Incorporation and the number of shares and the value thereof, is as follows:

Edward S. Parrish, Jr.	501 Shares	\$501.00
501 West Bay Street		
Suite 110		
Jacksonville, FL 32202		

ARTICLE X

The following provisions are inserted for the regulation and conduct of the affairs of the corporation and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusion of the powers conferred by State:

(a) The director or directors shall be empowered to declare bonuses for the employees and officers of the corporation out of surplus, and also to decide and declare the amount of salaries the directors and officers of the corporation shall receive.

(b) In the event that stock certificates are lost, stolen or destroyed after having been issued to the stockholder or stockholders, the Secretary of the corporation is empowered to receive evidence of such mishap and with the approval of the Board of Directors, replace same upon the signing of a release of the corporation by the stockholder for any liability which might arise upon the restoration of stock.

(c) The corporation shall, through the approval of its stockholders, adopt By-Laws which shall provide for the administration of all matters not provided for herein by these Articles.

(d) These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at the stockholder's meeting by majority of the stock entitled to vote thereon.

(e) This corporation shall, through the approval of all the stockholders, adopt a plan for the issuance of all common stock to be issued hereunder, pursuant to the provisions of Section 1244, Internal Revenue Code of 1954 as amended, so that any loss or worthlessness of the value of stock so issued may, upon dissolution or other legal termination, be charged as a loss against ordinary income to the extent to stock owned by each such stockholder.

ARTICLE XI

The officers of the corporation shall consist of a President and a Secretary. The corporation shall have such other officers, agents and factors as may be deemed necessary or expedient by the director or directors and all officers of the corporation shall be elected by the director or directors and shall hold such terms of office and perform such powers and duties as may be prescribed by the By-Laws of the corporation. The director or directors of the corporation shall be elected by the stockholder or stockholders of

the corporation at the annual meeting of the corporation. All officers of the corporation shall be elected annually by the directors of the corporation; the names of the officers of this corporation who shall hold office until their successors are duly elected and qualified are as follows:

James Weller Tinsley, Jr. . . . President
Mary Pamela Tinsley Secretary


ARTICLE XII

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That INTERNET ORLANDO, INC., desiring to organize under the laws of the State of Florida, with its principal office at 18 Claymont Court, S., Palm Coast, Florida 32137, has named James Weller Tinsley, Jr., of 18 Claymont Court, S., Palm Coast, Florida 32137, as its agent to accept service of process within the State of Florida.

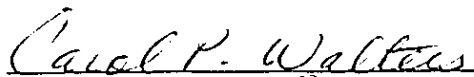
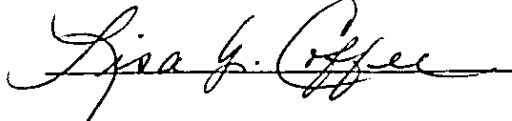
ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


James Weller Tinsley, Jr.
Resident Agent
18 Claymont Court, S.
Palm Coast, Florida 32137

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid.

EXECUTED IN THE PRESENCE OF:


 (L.S.)
Edward S. Parrish, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

Be it remembered that on this 29th day of June, 1995,

personally appeared before the undersigned, a Notary Public of the State of Florida, EDWARD S. PARRISH, JR., party of the foregoing Certificate of Incorporation, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation and who acknowledged and declared that he did make, subscribe and acknowledge the foregoing Certificate of Incorporation as his voluntary act and deed and the facts therein set forth are true and correct.

Given unto my hand and official seal the day and year aforesaid.


Notary Public, State of Florida
My Commission Expires:
Commission #



LISA Y. COFFEE
My Commission CC441384
Expires Feb. 23, 1999
Bonded by HAI
800-422-1566

FILED
95 JUL -3 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA