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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 27, 1995

RILEY & MCKINNEY P.A.  
C/O WENDY COXHEAD  
5405 W. CYPRESS STREET STE. 111  
TAMPA, FL 33607-1772

SUBJECT: LOVENET, INC.  
Ref. Number: W95000013053

We have received your document for LOVENET, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 995A00031379

**ARTICLES OF INCORPORATION  
OF  
LOVENET, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be LoveNet, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of Mail Order engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 common no par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make

satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Roy M. Love, PO Box 10051, Largo, FL 34643

Rafe Coxhead, PO Box 10051, Largo, FL 34643.

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

Wendy Coxhead, Esq.  
c/o LOVENET, INC.  
3333 W. Henderson Blvd. #150  
Tampa, FL 33609

The name of the individual who shall serve as this corporation's initial registered agent at the following address is:

Wendy Coxhead, Esquire  
3333 W. Henderson Blvd. #150  
Tampa, FL 33609

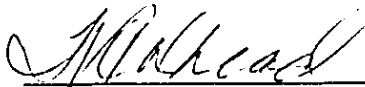
#### ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Wendy Coxhead, Esquire  
3333 W. Henderson Blvd. #150  
Tampa, FL 33609

#### ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Wendy Coxhead, Esquire - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of LoveNet, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for LoveNet, Inc.



Wendy Coxhead, Esquire - Registered Agent

State Of Florida  
County Of Hillsborough

On June 22, 1995, Wendy Coxhead, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of LoveNet, Inc.

Robin G. Powell  
Notary Public



ROBIN G. POWELL  
My Commission CC403502  
Expires Jun. 22, 1999  
Bonded by HAI  
800-422-1555