

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0070
904-222-0111 FAX

800-342-8086



Handwritten: 7600005113

ACCOUNT NO. : 072100000032

REFERENCE : 803463 103536A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : January 16, 1996

ORDER TIME : 9:07 AM

ORDER NO. : 803463

CUSTOMER NO: 103536A

CUSTOMER: Ralph E. Moon, Esq.
RALPH E. MOON, JR., ESQ

P.o. Box 4836

Palm Harbor, FL 34685-4836

100001683561
-01/16/96--01046--004
*****70.00 *****70.00

DOMESTIC FILING

NAME: ONLINE PROVIDERS, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: T. BROWN JAN 17 1996

FILED
RECEIVED
96 JAN 16 PM 1:58 96 JAN 16 AM 11:16
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

RALPH E. MOON, JR.
Attorney at Law

Post Office Box 4836
Palm Harbor, FL 34685-4836
U.S.A.

Voice - 813-781-7332
U.S. Toll-free - 800-859-3349
Fax - 813-781-7332
(Press * during message for FAX signal)

January 14, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314-6327

Re: ONLINE PROVIDERS, INC.

Gentlemen:

Enclosed are two original Articles of Incorporation for the above named corporation, along with two original Certificates Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May be Served, for this corporation.

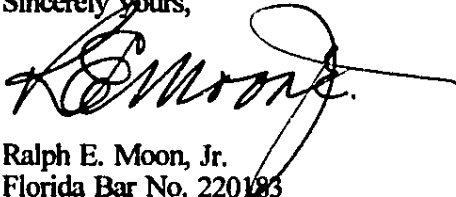
Also enclosed is a check in the amount of \$70.00, representing the following fees with respect to this corporation.

Filing Fee	\$35.00
Registered Agent Fee	<u>35.00</u>
TOTAL	\$70.00

Please file the original of the enclosed Articles of Incorporation and return the extra copy marked "filed."

The name, ONLINE PROVIDERS, INC., was verified as not being in use on January 12, 1996, by your office.

Sincerely yours,



Ralph E. Moon, Jr.
Florida Bar No. 220183

REM:ss

enc.

xc: ONLINE PROVIDERS, INC.

ARTICLES OF INCORPORATION
of
ONLINE PROVIDERS, INC.

FILED
96 JAN 16 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

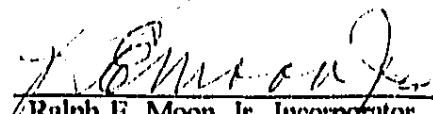
The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

- ARTICLE 1. Name: The name of this corporation is:
ONLINE PROVIDERS, INC.
- ARTICLE 2. Duration: The term of existence of the corporation is perpetual.
- ARTICLE 3. Purpose: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- ARTICLE 4. Capital Stock: This corporation is authorized to issue Seventy-five hundred (7500) shares of common stock having a par value of One Dollar (\$1.00) per share.
- ARTICLE 5. Principal Office and Post Office Address: The address of the principal office of this corporation is 3576 Fairway Forest Drive, Palm Harbor, FL 34685, and its Post Office Address is Post Office Box 4836, Palm Harbor, FL 34685-4836.
- ARTICLE 6. Initial Registered Office and Registered Agent:
- A. Registered Office: The address of the initial registered office of this corporation is 3576 Fairway Forest Drive, Palm Harbor, FL 34685.
 - B. Registered Agent: The name of the initial registered agent of this corporation at that address is Ralph E. Moon, Jr.
- ARTICLE 7. Initial Board of Directors: This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the shareholders, but shall never be less than one. The name and address of each initial director of this corporation is:
- | | |
|--------------------|---|
| Ralph E. Moon, Jr. | 3576 Fairway Forest Drive
Palm Harbor, FL 34685. |
|--------------------|---|
- ARTICLE 8. Incorporator: The name and post office address of the sole incorporator of this corporation is:
- | | |
|--------------------|---|
| Ralph E. Moon, Jr. | 3576 Fairway Forest Drive
Palm Harbor, FL 34685. |
|--------------------|---|

ARTICLE 9. Indemnification: The corporation shall indemnify any officer or director, or any former officer or director of the corporation to the full extent permitted by law.

ARTICLE 10. Amendment: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of January, 1996.




Ralph E. Moon, Jr., Incorporator

STATE OF FLORIDA :
COUNTY OF PINELLAS :

ON THIS DAY BEFORE ME, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County set forth above, personally appeared Ralph E. Moon, Jr., personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me the execution thereof for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 14th day of January, 1996.



BARBARA A. FONTAINE
(Print name)
Notary Public - State of Florida
My commission expires:



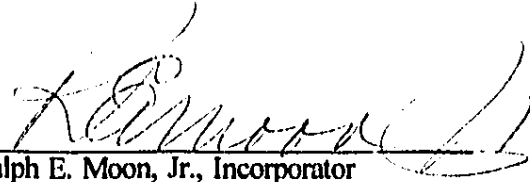
CERTIFICATE of DESIGNATION

Designating Place of Business or Domicile
for the
Service of Process within Florida and
Naming Agent upon Whom Process May Be Served

FILED
96 JAN 16 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida.

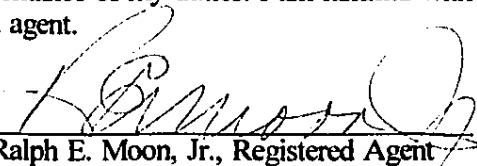
1. The name of the corporation is ONLINE PROVIDERS, INC. Its place of business is 3576 Fairway Forest Drive, Palm Harbor, FL 34685.
2. The name and the address of the registered office and agent are:
 - A. Registered Office: The address of the initial registered office of this corporation
3576 Fairway Forest Drive
Palm Harbor, FL 34685.
 - B. Registered Agent: The name of the initial registered agent of this corporation at that address is Ralph E. Moon, Jr.


Ralph E. Moon, Jr., Incorporator

January 14, 1996

ACCEPTANCE by REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.


Ralph E. Moon, Jr., Registered Agent

January 14, 1996

1201 HAYS STREET
TALLAHASSEE, FL 32309-8007

800-444-0006

CSC networks

PROFESSIONAL
TELECOMMUNICATIONS SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 072503 103536A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 3, 1996

ORDER TIME : 10:15 AM

ORDER NO. : 072503

CUSTOMER NO: 103536A

CUSTOMER: Ralph E. Moon, Esq.
Ralph E. Moon, Jr., esq
P.O. Box 4836

Palm Harbor, FL 34685-4836

200001987502
-09/03/96--01017--016
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: ONLINE PROVIDERS, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 SEP -3 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 SEP -3 AM 11:29
DIVISION OF CORPORATION

RALPH E. MOON, JR.

Counselor at Law

Post Office Box 4836
Palm Harbor, FL 34685-4836
U.S.A.

Voice - 813-781-7332
U.S. Toll-free - 888-859-3399
e-mail - rmoon@olprod.com
Fax - 813-781-7332
(Press * during message for FAX signal)

August 27, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314-6327

Re: ONLINE PROVIDERS, INC./ ONLINEPRO CORPORATION

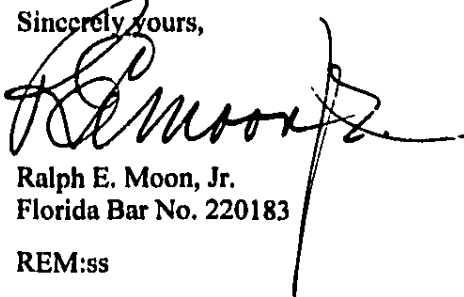
Gentlemen:

Enclosed are two original copies of the Amended and Restated Articles of Incorporation for the above named corporation, along with two original Certificates of Approval.

Also enclosed is our check in the amount of \$35.00, in payment for the filing fee with respect to these Amended and Restated Articles.

Please file the original of the enclosed documents and return the extra copy marked "filed." The name, ONLINEPRO CORPORATION., was identified as not being in use on August 27, 1996, by your office.

Sincerely yours,



Ralph E. Moon, Jr.
Florida Bar No. 220183

REM:ss

enc.

xc: ONLINE PROVIDERS, INC.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONLINE PROVIDERS, INC.

96 SEP -3 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006(1), ONLINE PROVIDERS, INC., a Florida corporation (hereafter "the Corporation"), certifies that:

A. The original articles of incorporation of the Corporation were filed by the Department of State effective January 16, 1996;

B. The Amended and Restated Articles of Incorporation were adopted unanimously by the Corporation's Board of Directors and recommended to the Shareholders, who approved the amendment by a unanimous affirmative vote of all the votes entitled to be cast on the amendment and restatement, at a meeting called for the specific purpose held on August 26, 1996, in accord with F. S. 607.1003(4),(5)(a) and 607.1006(1)(f). Being sufficient for approval, the Amended and Restated Articles were duly adopted by the Shareholders.

C. The Articles of Incorporation are amended as follows:

(1) ARTICLE 1 is amended to change the name of the corporation to:

ONLINE PRO CORPORATION

D. There are no discrepancies between the adopted provisions of the Articles of Incorporation and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendment, which was adopted pursuant to F. S. 607.1003(4),(5)(a) and 607.1006(1)(f), and the omission of matters of historical interest.

E. The text of the Articles of Incorporation of the Corporation is restated with the amendment described above, effective on the date of filing these Amended and Restated Articles of Incorporation with the Secretary of State, to read as follows:

ARTICLES OF INCORPORATION
of

ONLINE PRO CORPORATION

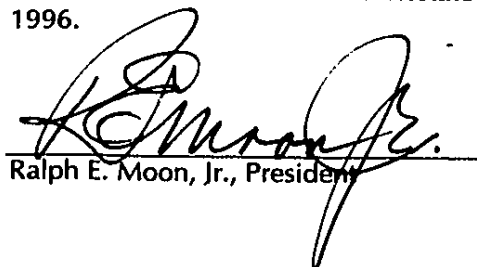
The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE 1. Name: The name of this corporation is: OnLine Pro Corporation

ARTICLE 2. Duration: The term of existence of the corporation is perpetual.

- ARTICLE 3. Purpose: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- ARTICLE 4. Capital Stock: This corporation is authorized to issue Seventy-five hundred (7500) shares of common stock having a par value of One Dollar (\$1.00) per share.
- ARTICLE 5. Principal Office and Post Office Address: The address of the principal office of this corporation is 3576 Fairway Forest Drive, Palm Harbor, FL 34685, and its Post Office Address is Post Office Box 4836, Palm Harbor, FL 34685-4836.
- ARTICLE 6. Initial Registered Office and Registered Agent:
- A. Registered Office: The address of the initial registered office of this corporation is 3576 Fairway Forest Drive, Palm Harbor, FL 34685.
 - B. Registered Agent: The name of the initial registered agent of this corporation at that address is Ralph E. Moon, Jr.
- ARTICLE 7. Initial Board of Directors: This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the shareholders, but shall never be less than one. The name and address of each initial director of this corporation is:
- Ralph E. Moon, Jr. 3576 Fairway Forest Drive
Palm Harbor, FL 34685.
- ARTICLE 8. Incorporator: The name and post office address of the sole incorporator of this corporation is:
- Ralph E. Moon, Jr. 3576 Fairway Forest Drive
Palm Harbor, FL 34685.
- ARTICLE 9. Indemnification: The corporation shall indemnify any officer or director, or any former officer or director of the corporation to the full extent permitted by law.
- ARTICLE 10. Amendment: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 28th day of August, 1996.


Ralph E. Moon, Jr., President

STATE OF FLORIDA :

COUNTY OF PINELLAS :

ON THIS DAY BEFORE ME, a Notary Public duly authorized to administer oaths and take acknowledgments in the State and County set forth above, personally appeared Ralph E. Moon, Jr., personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me the execution thereof for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28th day of August, 1996.

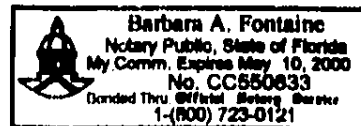
Barbara A. Fontaine

Barbara A. Fontaine

(Print name)

Notary Public - State of Florida

My commission expires:



CERTIFICATE OF APPROVAL FOR
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONLINE PROVIDERS, INC.

Pursuant to Florida Statutes Section 607.1006(1), ONLINE PROVIDERS, INC., a Florida corporation (hereafter "the Corporation"), certifies that:

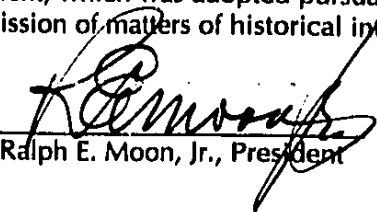
A. The Amended and Restated Articles of Incorporation were adopted unanimously by the Corporation's Board of Directors and recommended to the Shareholders, who approved the amendment by a unanimous affirmative vote of all the votes entitled to be cast on the amendment and restatement, at a meeting called for the specific purpose held on August 26, 1996, in accord with F. S. 607.1003(4),(5)(a) and 607.1006(1)(f). The vote being sufficient for approval, the Amended and Restated Articles were duly adopted by the Shareholders.

B. The Articles of Incorporation are amended as follows:

(1) ARTICLE 1 is amended to change the name of the Corporation to:

ONLINE PRO CORPORATION.

C. There are no discrepancies between the adopted provisions of the Articles of Incorporation and the provisions of the Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendment, which was adopted pursuant to F. S. 607.1003(5)(a) and 607.1006(1)(f), and the omission of matters of historical interest.


Ralph E. Moon, Jr., President