

P96000009861

AKERS & BOSWELL, P.A.

ATTORNEYS AT LAW

189 BRADLEY PLACE - P.O. BOX 741
PALM BEACH, FLORIDA 33480
TEL. 407/833-9600 FAX 407/835-3862

WASHINGTON OFFICE
1725 DeSALES STREET, N.W.
SUITE 800
WASHINGTON, D.C. 20036
202/412-9807

INTERNET ADDRESS: DBOSWELL@COUNSEL.COM

January 25, 1996

OF COUNSEL:
KIRK GRANHAM
BRUCE D. BERGER
ALAN M. LUBNER

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001700048
-01/29/96--01038--006
****122.50 ****122.50

RE: FILING ARTICLES OF INCORPORATION
CONSUMER ONLINE SERVICES, INC.

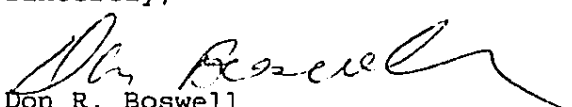
Dear Sir/Madam:

Please find enclosed a fully executed articles of incorporation for CONSUMER ONLINE SERVICES, INC., which includes a designation and acceptance of registered agent. Enclosed please find a check in the amount of \$122.50 for your fee. If the fee is incorrect, please call me at (407) 833-9600 so that another check can be mailed immediately.

I would appreciate your certifying at least one if not both of the enclosed copies of the articles and returning in the enclosed, prestamped envelope.

Thanks for your assistance.

Sincerely,


Don R. Boswell

DRB:ps
Encl

51
1/31

ARTICLES OF INCORPORATION OF
CONSUMER ONLINE SERVICES, INC.

ARTICLE I. NAME

The name of this corporation shall be CONSUMER ONLINE SERVICES, 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 incorporator. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 250,000 shares of common capital stock, having a par value of ten cents per share. This corporation shall have the authority to issue 100,000 shares of preferred capital stock, having a par value of ten cents per share.

ARTICLE V. CAPITAL STOCK PREFERENCES, LIMITATIONS, & RIGHTS

A. Dividends

The shareholders of preferred shares shall be entitled to cash dividends, when and as declared by the Board of Directors, at the rate per share per annum and at the time and in the manner determined by the Board of Directors in their resolution authorizing each series of preferred shares. The cash dividends on preferred shares shall be cumulative. So for any dividend period, if cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on preferred shares, that deficiency shall be declared and paid or set apart for payment prior to declaring any dividends or making any other distributions on common shares. Cash dividends on preferred shares shall accrue from the shares' date of issue. Upon the payment or setting apart for payment of all cash dividends, current and accumulated, at the specified percentage rate per share per annum on preferred shares, the Board of Directors may declare and pay cash dividends on common shares.

B. Liquidation Or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the shareholders of preferred shares shall be entitled to be paid ten dollars for each preferred share, plus accumulated dividends thereon up to the date of the liquidation, dissolution or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the shareholders of preferred shares of the amount payable to them as set forth above, the remaining assets of this corporation shall be payable to and distributed ratably among the shareholders of common shares.

C. Voting

Except as otherwise provided by law, the entire voting power for the election of directors and for any or all other purposes shall be vested exclusively in the shareholders of common shares.

VI. CAPITAL STOCK SERIES DESIGNATION PROVISIONS

Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be designated by the Board of Directors as provided herein. The Board of Directors is authorized and required to designate, in the manner and to the full extent provided and permitted by law, all of the provisions set forth below:

- A. The distinctive designation of all series and the number of shares which shall constitute those series;
- B. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
- C. The redemption price or prices, if any, for the shares of each, any or all series;
- D. The obligation, if any, of this corporation to maintain a sinking fund for the periodic redemption of the shares of any series and to apply the sinking fund to the redemption of those shares;
- E. The rights, if any, of the shareholders of the shares of each series to convert those shares into common shares and the terms and conditions of such conversion.

ARTICLE VII. 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 VIII. 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 IX. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three. 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.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the applicable provisions of the laws of Florida, the Board of Directors is expressly authorized:

1. To make, alter or repeal the Bylaws of the corporation.
2. 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 abolish any reserve in the manner in which it was created.
3. By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that in the absence or disqualification of a member of a meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board Of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board Of Directors, or in the Bylaws of the corporation, shall have and may exercise all the powers and authority of the Board Of Directors in the management of the business and affairs of the corporation to the extent permitted by the applicable provisions of the laws of Florida and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the shareholders a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation; and, unless the resolution of Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.
4. When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation(s), as the Board Of Directors shall deem expedient and for the best interests of the corporation.

- B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's b'laws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:
- (1) Joseph M. Cunningham
23172 Old Inlet Bridge Road
Boca Raton, FL 33433
 - (2) Don R. Boswell
189 Bradley Place
P. O. Box 741
Palm Beach, FL 33480
 - (3) Dan Jacobson
2151 West Hillsborough Beach Blvd.
Suite 205
Deerfield Beach, FL 33442

ARTICLE X. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE XI. 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 XII. 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: 189 Bradley Place, Palm Beach, FL 33480; Tel. (407) 833-9600.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Don R. Boswell.

ARTICLE XIII. INCORPORATORS


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

Don R. Boswell
180 Bradley Place
P. O. Box 741
Palm Beach, FL 33480
(407) 833-9600

ARTICLE XIV. AMENDMENT

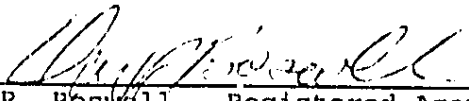
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

EXECUTED AT PALM BEACH, FLORIDA, ON JANUARY 25, 1996.


Don R. Boswell, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of CONSUMER ONLINE SERVICES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Don R. Boswell - Registered Agent

State of Florida)
Palm Beach County)

On January 25, 1996, Don R. Boswell, designated above as the individual who shall serve as the corporation's initial registered agent, and as the corporation's incorporator, is personally known to me, and produced a Florida driver's license as identification, and who personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of CONSUMER ONLINE SERVICES, INC.


Emilie Wilson, Notary Public

Commission Expiration Date & Commission Number:

(SEAL)

