

P 960 00012731

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PK 2/9/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 2/9 12:00

RE: American Original
Net, Inc 96 FEB -9 PM 11:51

RECEIVED
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File _____
- Corp. Record Search _____
- Ltd. Partnership File _____
- Foreign Corp. File _____
- () Cert. Copy(s) _____
- Art. of Amend. File _____
- Dissolution/Withdrawal _____
- C U S _____
- Filioious Name File _____
- Name Reservation _____
- Annual Report/Reinstatement _____
- Reg. Agent Service _____
- Document Filing _____
- Corporate Kit _____
- Vehicle Search _____
- Driving Record _____
- Document Retrieval _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- File No.'s, _____ Copies _____
- Courier Service _____
- Shipping/Handling _____
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs. _____

960001711216
 -02/09/96-01013-018
 *****122.50 *****122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 96 FEB -9 AM 10:11
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
AMERICAN GLOBAL NET, INC.

FILED
96 FEB -9 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons to contract, and for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be AMERICAN GLOBAL NET, INC.

ARTICLE TWO

This corporation shall have a perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of on-line computer sales and services, including, but not limited to Internet provider services, World Wide Web Site management, and any joint ventures, consulting and any and all subsidiary, necessary, ancillary, or convenient activities for the purposes of carrying out and effecting the objectives of the corporation, and in respect thereto, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States of America.

ARTICLE FOUR

This corporation is authorized to issue One Million (1,000,000) shares of stock at no par value per share which shall be designated "Common Stock".

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchased his pro rata share thereof (as nearly as may be done without the issuance of fractional shares), at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial registered office and principal address of this corporation is 700 Starkey Road, Unit 1423, Largo, Florida 34641, and the name of the initial registered agent of this corporation is Donn Michael Grey, whose office and mailing address is the same as the initial registered office address.

ARTICLE SEVEN

The corporation will have Three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Arthur J. Brooks
2192 Swedish Drive #8
Clearwater, Florida 34623

Michael J. McKinney
2780 B Park Drive
Clearwater, Florida 34623

Donn Michael Grey
700 Starkey Road, Unit 1423
Largo, Florida 34641

ARTICLE EIGHT

The names and street addresses of the initial officers of this corporation, who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until their respective successors are elected and have qualified are:

NAME AND OFFICE	ADDRESS
Donn Michael Grey President, Treasurer	700 Starkey Road, Unit 1423 Largo, Florida 34641
Arthur J. Brooks Executive Vice President, Secretary	2192 Swedish Drive #8 Clearwater, Florida 34623
Michael J. McKinney Executive Vice President	2780 B Park Drive Clearwater, Florida 34623

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE TEN

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

The names of the persons signing these Articles of Incorporation as incorporators are:

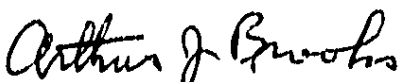
Arthur J. Brooks
2192 Swedish Drive #8
Clearwater, Florida 34623


Michael J. McKinney
2780 B Park Drive
Clearwater, Florida 34623

Donn Michael Grey
700 Starkey Road, Unit 1423
Largo, Florida 34641

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation in duplicate on this 19th day of January, 1996.


DONN MICHAEL GREY
Incorporator


ARTHUR J. BROOKS
Incorporator


MICHAEL J. MCKINNEY
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared Donn Michael Grey, Michael J. McKinney and Arthur J. Brooks, to me known, and well known to me to be the persons described in and who have executed the foregoing Articles of Incorporation, and they have acknowledged before me that they executed the same for the uses and purposes therein expressed.

Mary L. Williams



MARY L. WILLIAMS
MY COMMISSION # CC484347 EXPIRES
May 18, 1998
BONDED THRU TROY FARM INSURANCE, INC.

**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

FILED
96 FEB -9 PM 1:51

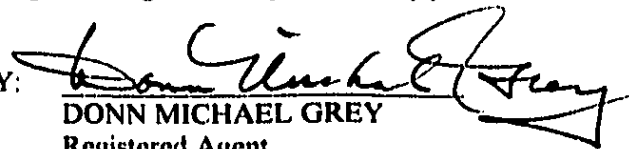
Pursuant to Section 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Act. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First, AMERICAN GLOBAL NET, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at the City of Largo, County of Pinellas, State of Florida, has Donn Michael Grey, whose address is 700 Starkey Road, Unit 1423, Largo, 34641, County of Pinellas, State of Florida, as its Registered Agent.

ACKNOWLEDGMENT:

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 to act as registered agent and agree to comply with the above-referenced act.

BY:


DONN MICHAEL GREY
Registered Agent

Mary L. Williams



MARY L. WILLIAMS
MY COMMISSION # CC44347 EXPIRES
May 18, 1998
DONOR: TRUJILLO FARM INSURANCE, INC.