



Chadmarc Internet Systems Corp.

1804 Clove Road, Staten Island, NY 10304
Tel: (718) 727-4600 Fax: (718) 761-6735
Email: WebSvcs@www.Chadmarc.com



P96000021087

February 23, 1996

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(409 East Gaines Street, Tallahassee, FL 32399)

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****122.50 ****122.50

To Whom it may concern:

Enclosed you will find a check in the amount of \$122.50, (2) copies of "Articles of Incorporation," and a *postage prepaid envelope* for return of the certified copy.

Please register the proposed name listed below, and Articles of Incorporation which follow this page as a corporation in the State of Florida:

Proposed Name: **Chadmarc Internet Systems Corp.**

From: Peter J. Lore / Chadmarc Systems
1864 Clove Road
Staten island, NY 10304
(718) 727-4600

FILED
96 MAR -4 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOC
3-7-96

**ARTICLES OF INCORPORATION
OF
CHADMARC INTERNET SYSTEMS Corp.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Address**

The name of the corporation shall be: **Chadmarc Internet Systems Corp.**, and its principal place of business shall be: 754 Golden Sunshine Lane, Orlando, Florida 32807
The mailing address of the corporation shall be: 1864 Clove Road, Staten Island, New York 10306
The Corporation may have such other offices as the Board of Directors may designate or as the Business of the Corporation may require from time to time.

**ARTICLE II
Corporate Duration and Commencement of Existence**

This corporation shall commence its existence on the date these articles are executed, provided they are delivered to the Office of the Secretary of State within the time required by law for such date to be the effective date. If these Articles are not delivered to the Office of the Secretary of State within the statutory time period for the execution date to be the effective date, then these Articles shall be effective when filed with the Secretary of State. This corporation shall exist perpetually, unless sooner dissolved according to law.

**ARTICLE III
Purpose**

The corporation shall engage in any business or activities as are permissible by the laws of the United States and/or the State of Florida.

**ARTICLE IV
Authorized Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) SHARES of common capital stock having a par value of ONE AND NO/100 (\$1.00) DOLLAR per share. The shares of the corporation shall not be divided into classes; the corporation is not authorized to issue the shares in a series.

ARTICLE V
Initial Capital

The amount of capital with which the corporation shall begin business is Ten Thousand Dollars (\$10,000.00).

ARTICLE VI
Registered Agent

The name of the initial registered agent of the corporation, and the initial address at which the registered agent shall maintain a registered office for the corporation are as follows:

Steve E. Moody, Esq.
Barnett Bank Building
1333 S. University Drive, Suite 201
Plantation, Florida 33324

ARTICLE VII
Incorporators / Subscribers

The name and street address of the incorporators and the subscribers to the capital stock of the corporation, the number of shares the subscriber agrees to receive, and the consideration for which shares the subscriber agrees to pay are as follows:

NAME	ADDRESS	SHARES	CONSIDERATION
Peter J. Lore	2 Broadmoor Drive, Rumson, NJ 07760	6000	\$6000
Antonino Busa	754 Golden Sunshine Ln, Orlando, FL 32807	4000	\$4000

ARTICLE VIII
Limited Liability of Shareholders

The private property of the shareholders shall not, to any extent, be subject to or liable for the payment of the corporation's debts.

ARTICLE IX Board of Directors

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) member. The Board of Directors shall be elected by the shareholders, and it shall not be necessary for any director to be a shareholder of the corporation. The name and address of the initial members of the Board of Directors of the corporation, who shall hold office until their successors are elected and have qualified, are as follows:

Peter J. Lore, 2 Broadmoor Circle, Rumson, New Jersey 07760
Chiara Lore, 2 Broadmoor Circle, Rumson, New Jersey 07760
Antonino Busa, 754 Golden Sunshine Lane, Orlando, Florida 32807
Sherri Ann Lewis, 754 Golden Sunshine Lane, Orlando, Florida 32807

ARTICLE X Officers of the Corporation

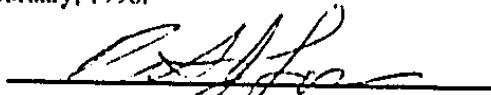
The officers of the corporation shall be a President, a Vice President, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except that of the President. Any two or more offices may be held by the same person. Officers may be also be directors or shareholders of the Corporation. The initial Officers of the corporation are as follows:

President: Peter J. Lore
Vice president: Antonino Busa
Treasurer: Chiara Lore

ARTICLE XI Indemnification of Directors and Officers

The corporation shall indemnify and insure its directors and officers as follows:
Every director or officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of the Corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he or she is a director or officer at the time such expenses or liabilities are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. In the event of a settlement, the indemnification herein shall apply only when the board of Directors approves such settlement. The Corporation shall provide to any person who is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of the Corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation, or other proceedings, to the fullest extent permissible by law.

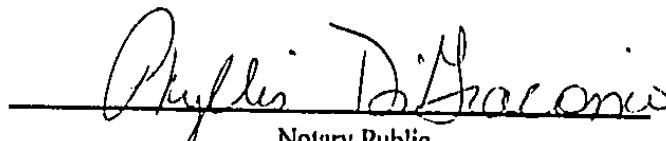
IN WITNESS WHEREOF, the undersigned, being the incorporators named above, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, do make and file these Articles of Incorporation on this 23rd day of February, 1996.


Peter J. Lore


Anthony Busa

BEFORE ME, the undersigned authority, this day personally appeared Peter J. Lore and Anthony Busa, who to me are well known to be the persons described in and who subscribed to the foregoing Articles of Incorporation, and such persons did freely and voluntarily acknowledge before me according to the Law that such persons made and subscribed the same for the uses and purposes expressed in the foregoing Articles.

IN WITNESS WHEREOF, I have set my hand and official seal this 23rd day of February, 1996.


Notary Public

My commission expires:

PHYLLIS DIGIACOMO
Notary Public, State of New York
No. 01015022210
Qualified in Richmond County
Commission Expires Jan. 3, 1998

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

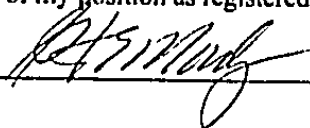
Pursuant to the Provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: **Chadmare Internet Systems Corp.**
2. The name and address of the registered agent and office is:

Steve E. Moody, Esq.
Barnett Bank Building
1333 S. University Drive, Suite 201
Plantation, Florida 33324

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 all my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____



Date: 2-28-96

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA