

096000040682

BRIAN A. MORGAN

37 Canterbury Lane  
Tamarac, Florida 33319  
305-726-8747

December 19, 1995

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

000001811900  
-05/07/96--01081--020  
\*\*\*122.50 \*\*\*122.50

Gentlemen,

Enclosed please find a check in the amount of \$122.50 for the filing of the Articles of incorporation of PC Net Guides of America, Inc..

Thank you for your immediate attention.

Regards,

*Brian Morgan*  
Brian A. Morgan

FILED  
56 MAY -6 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
5/13/96  
JD

**ARTICLES OF INCORPORATION  
OF  
PC Net Guides of America, Inc.**

The undersigned, acting as incorporator of the under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is PC Net Guides of America, Inc..

**ARTICLE II. ADDRESS**

The mailing address of the corporation is 3511 West Commercial Blvd. Ft. Lauderdale, Florida

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having a par value of \$.01 per share

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 37 Canterbury Lane, Tamarac, Florida 33319, and the name of the corporations initial registered agent at that address is Brian A. Morgan.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Brian A. Morgan	37 Canterbury Lane Tamarac, Florida 33319

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Brian A. Morgan	37 Canterbury Lane Tamarac, Florida 33319

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this agreement becoming effective on the date corporate existence begins.

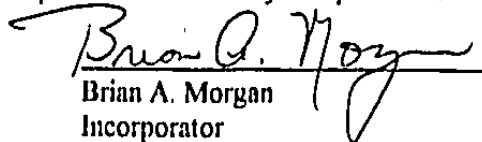
#### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and not the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provisions in these Articles of Incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

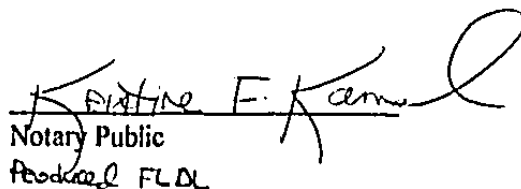
The undersigned incorporation, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation the 30th day of April 1996.

  
Brian A. Morgan  
Incorporator

#### **STATE OF FLORIDA COUNTY OF BROWARD**

**BEFORE ME**, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared Brian Morgan, Known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed these Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal in the State and County aforesaid this 30th day of April 1996.

  
Krustine F. Kamal  
Notary Public  
Frodoe FL DL



KRUSTINE F. KAMAL  
MY COMMISSION # CC277041 EXPIRES  
April 15, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

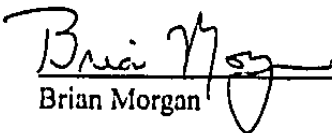
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS SECTION 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: PC Net Guides of America, Inc.
- 2.) The name and address of the registered agent and office is:

Brian Morgan  
37 Canterbury Lane  
Tamarac, Florida 33319

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

  
Brian Morgan