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GOODMAN, GLAZER, GREENER & KREMER, P. C., OF MEMPHIS, TN., ATTORNEYS

HERBERT GLAZER
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OF COUNSEL
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WILLIAM W. GOODMAN
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EUGENE GREENER, JR.
RESIDENT PRINCIPAL

600 FIFTH AVENUE SOUTH
SUITE 203
✓ NAPLES, FLORIDA 33940
TELEPHONE (841) 435-9800
FAX (841) 435-9802

950 NORTH COLLIER BLVD.
SUITE 400
MARCO ISLAND, FLORIDA 33937
TELEPHONE (813) 642-4000
FAX (813) 642-4000

June 3, 1996

100001852301
-06/05/96--01097--010
*****70.00 *****70.00

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

Re: RV web.com, Inc.

To the Secretary:

Enclosed please find the original and one copy of Articles of Incorporation of RV web.com, Inc. Also enclosed is a check made payable to the Secretary of State, in the amount of \$70.00, to cover the cost of filing the Articles of Incorporation and Designation of Registered Agent.

Please file the original and time-stamp and return the copy to me at the above Naples address.

Thank you for your time and attention to this matter.

Yours very truly,


Eugene Greener, Jr.

EG/ds
Enclosures

cc: Ms. Linda Cohen

FILED
96 JUN -5 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/7/96

TH

ARTICLES OF INCORPORATION

OF

RV web.com, INC.

FILED
96 JUN -5 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the Corporation is RV web.com, Inc., and the principal office and mailing address of the Corporation is 920 Tulip Court, Suite 100, Marco Island, Florida 33937.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, including all necessary and relevant business activities and transactions for electronic publishing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000 shares of common stock.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this Corporation which may be issued from time to time for money, property or past services, in addition to that stock

authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 920 Tulip Court, Suite 100, Marco Island, Florida 33937, and the initial registered agent of the Corporation at such office shall be Linda M. Cohen, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Linda M. Cohen	920 Tulip Court, Suite 100 Marco Island, FL 33937

IN WITNESS WHEREOF, I, LINDA M. COHEN, have subscribed my name this 3rd day of June, 1996.

Linda M Cohen
LINDA M. COHEN, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LINDA M. COHEN, who is personally known to me or has satisfactorily proven herself to be the person who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 24th day of June, 1996.



NOTARY PUBLIC
STATE OF FLORIDA

My commission expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 JUN -5 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 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: RV web.com, Inc.
2. The name and address of the registered agent and office is:

Linda M. Cohen
920 Tulip Court, Suite 100
Marco Island, Florida 33937

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.

Dated: June 3rd 1996

Linda M Cohen
Linda M. Cohen

P96000048755

GOODMAN, GLAZIER, GREENER & KREMER, P. C., of MEMPHIS, TN., ATTORNEYS

HERBERT GLAZIER
EUGENE GREENER, JR. (MEMBER FL BAR)
RICHARD H. KREMER
D. PERCY MAGNIEN
HARRIETTE A. COLEMAN
EDUARDO WOLLMAN (MEMBER FL BAR)
OF COUNSEL
MORRIS L. STRAUSS
RETIRED
WILLIAM W. GOODMAN
(1900-1981)

EUGENE GREENER, JR.
RESIDENT PRINCIPAL

800 FIFTH AVENUE SOUTH
SUITE 303
✓ NAPLES, FLORIDA 34102
TELEPHONE (813) 435-8800
FAX (813) 435-8802

880 NORTH BOLLINGER BLVD.
SUITE 100
NAPLES, FLORIDA 34107
TELEPHONE (813) 435-8800
FAX (813) 435-8802

September 6, 1996

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

800001945538
-09/12/96--01034--017
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation
of RV web.com, Inc.

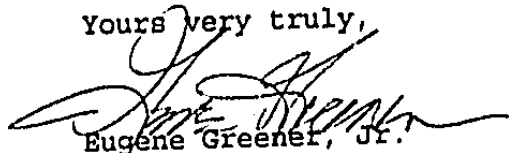
To the Secretary:

Enclosed please find the original and one copy of an Amendment to the Articles of Incorporation of RV web.com, Inc, changing the name of the Corporation to MOVINGOUT.COM, INC. Also enclosed is a check made payable to the Secretary of State, in the amount of \$35.00, to cover the cost of filing the Amendment.

Please file the original and time-stamp and return the copy to me at the above Naples address.

Thank you for your time and attention to this matter.

Yours very truly,


Eugene Greener, Jr.

EG/ds
Enclosures

cc: Ms. Linda Cohen

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FILED
96 SEP 12 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF
RV WEB.COM, INC.

FILED
55 SEP 12 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall hereafter be MOVINGOUT.COM, INC., and the mailing address shall remain the same.

All other articles shall remain the same.

Linda M Cohen, President
Linda M. Cohen, President

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Linda M. Cohen, X who is personally known to me, or ~~who has produced a driver's license as identification~~, who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 7th day of September, 1996.

Eugene Greener
NOTARY PUBLIC, STATE OF FLORIDA
EUGENE GREENER
Notary Public Print Name



APPROVAL BY STOCKHOLDERS

The undersigned, being all of the stockholders of the foregoing Corporation, hereby approve the change of name to MOVINGOUT.COM, INC. The date of adoption of the Amendment is September 6, 1996.

Linda M Cohen
Linda M. Cohen