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FILINGS, INC. TERESA ROMAN (Requestor's Name) 2805 LITTLE DEAL ROAD (Addross) TALLAHASSEE, FLORIDA 32308 (904) 385-6735 **OFFICE USE ONLY** (City, State, Zip) (Phone #) CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 1. O1-Line & UNICOM Publications Corp 2. (Corporation Name) (Document #) (Corporation Name) (Document #) 4. (Corporation Name) (Document #) Certified Copy Walk in Pick up time Certificate of Staffet Mail out Will wait Photocopy **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

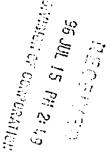
Domestication

Other

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Dissolution/Withdrawal

Merger



Examiner's Initials

CR2E031(10/92) Other

SN JUL 1 5 1996

ARTICLES OF INCORPORATION

96 JUL 15 PH 3:25

ARTICLE I - NAME

The name of this corporation is on-line @ unicom publications corp.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: Suite 316
7491 North Federal Hwy.
Boca Raton, Florida 33487

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000,000 shares of \$0.01 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a

Florida corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresss of the initial Directors are:

Ellen Caravello Suite 316,7491 North Federal Hwy. Boca Raton, Florida 33487 Ronald G. Caravello Suite 316, 7491 North Federal Hwy. Boca Raton, Florida 33487

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full

extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 15, 1996

Filings, Inc. by Teresa Roman, Vice-President

Incorporator

Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that on-line @ unicom publications corp., desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Landerdale, Florida, as its agent to accept service of process within Florida.

Dated: July 15, 1996

Suesc Koman Teresa Roman, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 15, 1996

Filings, Inc. by Teresa Roman, Vice-President

Suesa Roman AASSEE, FLOR

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09-05-97 09:30AM

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9/05/97

FLORIDA DIVISION OF CORPORATIONS

9:23 AM

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

(((H970000146377)))

TO:

DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM:

EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (561)833-7700

FAX #: (561)655-8719

NAME:

ON-LINE @ UNICOM PUBLICATIONS CORP.

AUDIT NUMBER......H97000014637 DOC TYPE......DISSOLUTION

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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FAX AUDIT #H97000014637

ARTICLES OF DISSOLUTION

OF

ON-LINE @ UNICOM PUBLICATIONS CORP.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned ON-LINE @ UNICOM PUBLICATIONS CORP., a Florida corporation (the "Corporation"), adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

- 1. The name of the Corporation is: ON-LINE @ UNICOM PUBLICATIONS CORP.
- 2. The dissolution of the Corporation was authorized on September 3, 1997 by the written consent of the sole shareholder pursuant to Sections 607.1402(6) and 607.0704 of the Florida Statutes.
 - 3. The number of votes cast in favor of dissolution was sufficient for approval.

Dated: September 3, 1997

ON-LINE WILCOM PUBLICATIONS CORP.

Files Cerruello Presider

Ctaudia S. Amlie Florida Bar #0028400 Edwards & Angell 250 Royal Palm Way Palm Beach FL 33480 (561) 833-7700 FILED 97 SEP -5 PN 1: 09 SECRETARY OF STATE