

P96000060041

Anthony Grass
11211 South Military Trail
#5312
Dayton Beach, Florida 33436
(561) 364-1974

July 2, 1996

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

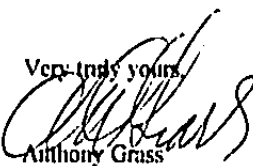
800001896048
-07/17/96--01019--017
****122.50 ****122.50

Re: Articles of Incorporation of Internet IPO, Inc.

Dear Secretary:

Enclosed please find one original and one copy of the Articles of Incorporation of the captioned corporation. Kindly file the original and return a certified copy to me at the letterhead address. Enclosed is a check in the amount of \$122.50 as payment of fees for filing, registered agent designation and a certified copy.

Very truly yours,


Anthony Grass

JUL 18 1996

BSB

95 JUL 16 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
of
Internet IPO, Inc.

FILED

96 JUL 16 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Corporation Act, do hereby adopt the following Articles of Incorporation:

Article One. Name

The name of the Corporation shall be Internet IPO, Inc..

Article Two. Address.

The address of the principal office and the mailing address of the Corporation is as follows:
525 South Flagler Drive, Suite 400
West Palm Beach, Florida 33401.

Article Three. Initial Registered Office and Agent.

The name of the initial registered agent is Anthony Grass and the address of the initial registered office is as follows:

11211 S. Military Trail
#5312
Boynton Beach, Florida 33436

Article Four. Purpose.

The Corporation is organized for the purpose of transacting any and all lawful business for which organizations may be incorporated under the laws of the State of Florida and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article Five. Commencement and Duration.

The Corporation shall exist perpetually until dissolved according to law.

Article Six. Authorized Shares.

The aggregate number of shares which the Corporation is authorized to issue is ten million (10,000,000) Shares of Common Stock. Five million (5,000,000) of such shares shall be designated as Class A shares and five million (5,000,000) shall be designated as Class B shares. Class A shares shall be voting shares and the holders thereof shall be entitled to vote on all matters submitted to the Shareholders pursuant to law, these Articles and the Bylaws of the Corporation. Class A shares shall have a par value of one-tenth of one cent (\$0.001) per share. Class B shares shall be nonvoting shares and the holders thereof shall not be entitled to vote on any matters except as may be required by law. Class B shares shall have a par value of one-tenth of one cent (\$0.001) per share. The Board of Directors may determine any preferences, limitations and relative rights of any class of shares prior to issuance of any shares of that class.

Article Seven. Preemptive Rights.

Each Shareholder of the Corporation shall have preemptive rights pursuant to Section 607.0630, Florida Statutes, as amended from time to time. Each Shareholder shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration, or
- B Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the securities preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of securities and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article Eight. Voting of Shares.

The affirmative vote of sixty seven percent (67%) of all of the outstanding shares entitled to vote shall be necessary to approve any matter by the Shareholders. Every voting share of stock of this Corporation is entitled to one vote on each matter submitted to a vote.

Article Nine. Cumulative Voting of Directors.

At each election of Directors, every Shareholder or a voting group of Shareholders designated in the Bylaws who is entitled to vote at the election meeting shall have the right to cumulate its votes by giving one candidate as many votes as there are Directors to be elected at that meeting multiplied by the number of shares held by the Shareholder or by distributing such votes on the same principle among any number of candidates, in accordance with Section 607.0728, Florida Statutes, as amended from time to time.

Article Ten. Quorum Requirements for a Shareholders Meeting.

A quorum of Shareholders shall consist of sixty seven percent (67%) of all of the outstanding shares entitled to vote at a meeting of the Shareholders.

Article Eleven. Share Transfer Restrictions.

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number and Class of Shares</u>
VASK Enterprises, Inc.	2,500,000 Class A; 2,500,000 Class B
Anthony Grass	1,250,000 Class A; 750,000 Class B
21 st Century Eloquence, Inc.	1,250,000 Class A; 750,000 Class B
Mirkin & Woolf, P.A.	1,000,000 Class B

Shares held by each such Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation and then to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares and to serve other reasonable purposes.

Article Twelve. By Laws.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors but all alterations, amendments and repeals of the Bylaws must be approved by seventy five percent (75%) of all of the outstanding shares entitled to vote.

Article Thirteen. Amendment of Articles of Incorporation.

All alterations, amendments and repeals of these Articles of Incorporation must be approved by seventy five percent (75%) of all of the outstanding shares entitled to vote.

Article Fourteen. Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is six. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than two. The names and addresses of the first two initial Director of the Corporation are as follows:

Director
Joseph Charles Visconti

Address
Joseph Charles & Assoc., Inc.
525 South Flagler Drive, Suite 400
West Palm Beach, Florida 33401

Anthony Grass

11211 South Military Trail # 5312
Boynton Beach, Florida 33436

The balance of the initial Board of Directors shall be elected at the organizational meeting of the Incorporators. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article Fifteen. Action By the Board of Directors.

The affirmative votes of 67% of the members of the Board of Directors shall be necessary for action by the Board of Directors.

Article Sixteen. Indemnification.

To the extent the law permits, the Corporation shall indemnify any person who is made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, Shareholder, employee or agent of the Corporation or serves or served any other function at the request of the Corporation against expenses, attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Shareholder, employee or agent of the Corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether

or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this article

Article Seventeen...Incorporators

The names and addresses of the Incorporators are as follows:

Incorporator
Joseph Charles Visconti

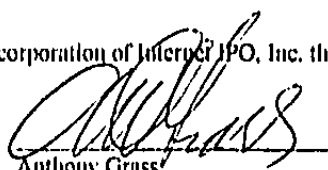
Address
Joseph Charles & Assoc., Inc.
525 South Flagler Drive, Suite 400
West Palm Beach, Florida 33401

Anthony Grass

11211 South Military Trail # 5312
Boynton Beach, Florida 33436

The undersigned have executed these Articles of Incorporation of Internet IPO, Inc. this day of July, 1996.


Joseph Charles Visconti

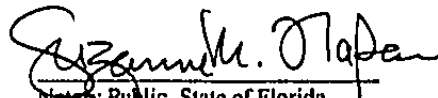

Anthony Grass

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Joseph Charles Visconti to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8 day of July, 1996.




Notary Public, State of Florida
My Commission Expires:
SEAL

☒ Personally Known ☐ Identification Produced -Type of Identification:

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Anthony Grass to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this day of July, 1996.



Suzanne M. Trapani

Notary Public, State of Florida
My Commission Expires:
SEAL

 / Personally Known Identification Produced - Type of Identification:

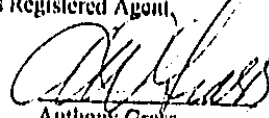
CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE
of
Internet IPO, Inc

FILED

96 JUL 16 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the Articles of Incorporation of Internet IPO, Inc., 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.



Anthony Griss

July , 1996

P96000060041

Ann Deborah Fishman, Esquire
1456 Breakers West Boulevard
West Palm Beach, Florida 33411
Phone 561.795.1011
Fax 561.795.4367
Email ann@pbol.com

BY FEDERAL EXPRESS

October 21, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
904.487.6052

Attention: Amendment Section

Re: Articles of Dissolution for Internet IPO, Inc.

Dear Department of State:

Enclosed herewith are two fully executed original Articles of Dissolution of Internet IPO, Inc., As the corporation has not issued shares or commenced business, dissolution is pursuant to Florida Statutes Section 607.1403. Kindly return a certified copy of the filed Articles of Dissolution to me at the letterhead address.

Enclosed is a check in the amount of \$90.50 which represents the \$35.00 filing fee and the \$52.50 certified copy fee.

Also enclosed is an Affidavit wherein one of the incorporators avers that the dissolution shall not be revoked and thus the corporate name or a derivative thereof should be made available immediately.

Thank you for your attention and assistance in this matter. Please do not hesitate to contact me if you have any questions.

Very truly yours,

Ann Fishman
Ann Deborah Fishman, Esquire

600001989506--1-3
-10/29/96--01153--003
*****90.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 22 AM 10:58

FILED

SH 10/26/

RECEIVED
96 OCT 22 AM 10:35
DIVISION OF CORPORATIONS

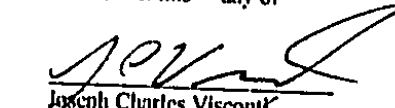
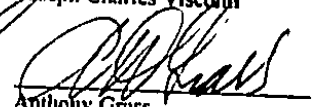
~~*****~~

ARTICLES OF DISSOLUTION
of
Internet IPO, Inc.

1. The name of the corporation is Internet IPO, Inc.,
2. The date of the filing of its Articles of Incorporation was July 16, 1996.
3. None of its shares has been issued.
4. The corporation has not commenced business.
5. No debts of the corporation remain unpaid.
6. A majority of the incorporators elect that the corporation be dissolved.

FILED
96 OCT 22 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

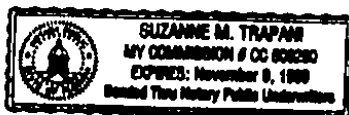
The undersigned have executed these Articles of Dissolution of Internet IPO, Inc. this 23rd day of September, 1996.

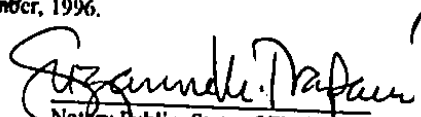

Joseph Charles Visconti

Anthony Griss

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Joseph Charles Visconti to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 9th day of October, 1996.




Suzanne M. Trapani
Notary Public, State of Florida
My Commission Expires:
SEAL

☒ Personally Known

☐ Identification Produced - Type of Identification

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

Before me personally appeared Anthony Grass to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 23rd day of September, 1996.

Malhotra
Notary Public, State of Florida
My Commission Expires:
SEAL LOVE MALHOTRA
NOTARY PUBLIC
MY COMMISSION Expires on 01-01-1998

____ Personally Known

X Identification Produced - Type of Identification

FL DL# G. 620 004 43 416 0
Exp 11-16-2000.

+
Amex credit card
2/1998.