

P96000088961

October 24 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314


Re: CONTROL & ENVIORMENTAL SERVICES, INC.

Dear Sir / Madam:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of CONTROL & ENVIORMENTAL SERVICES, INC.. also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing , to the undersigned.

Sincerely,


John F. Martin
Financial Foundations, Inc
P.O. Box 7902
Clearwater, Florida 34618
813-559-0388

600001996596--S
-11/05/96--01154--014
****140.00 *****70.00

FILED
96 OCT 25 PM 2:25
TALLAHASSEE, FLORIDA

AL OCT 29 1996

ARTICLES OF INCORPORATION
OF

FILED
96 OCT 25 PM 2:25
CLERK OF DISTRICT COURT
STATE OF FLORIDA

CONTROL & ENVIORMENTAL SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby for a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **CONTROL & ENVIORMENTAL SERVICES, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 23153 LUCERNE PLACE , LAND-O'LAKES , FLORIDA 34639 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

JOHN F. MARTIN
1301 SEMINOLE BLVD., #155
LARGO, FLORIDA 33770

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be DANIEL R. PONTON whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** Shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of The Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is the offices of FINANCIAL FOUNDATIONS, INC., 1301 SEMINOLE BLVD #155, LARGO, FLORIDA 33770 . The name and address of the registered agent of this Corporation is FINANCIAL FOUNDATIONS, INC., Chartered doing business at 1301 SEMINOLE BLVD #155 , LARGO, FLORIDA 33770 .

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

FILED

96 OCT 25 PM 2:25

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24 18 day of October, 1996 .


JOHN F. MARTIN

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

FINANCIAL FOUNDATIONS, INC. ., Chartered doing business in the State of Florida, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Financial Foundations, Inc., Chartered
IN THE STATE OF FLORIDA

BY: 
Colleen R. Martin, Secretary
For Financial Foundations, Inc.

P96000088961

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

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 DEC -4 PM 3:42

Enclosed is the Article of amendment to change the name of my corporation and a check (\$43.75) to cover the cost of:

1. Filing fee
2. Certificate of status

Daniel R. Ponton
23153 Lucerne Place
Land O'Lakes, Florida 34639
(813) 996-4986

100002019721--5
-12/04/96--01099--017
*****43.75 *****43.75

Thank you
Daniel R. Ponton

DAN Ponton GAVE
AUTHORIZATION BY PHONE TO
CORRECT _____
DATE 12/11
REG. EXAM RC

RC 12/11
RC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CONTROL & ENVIRONMENTAL SERVICES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of Incorporation:

FIRST: Amendment 1

The name of the corporation shall be changed to **Florida Online Marketing, Inc.** from Control & Environment Services, Inc. as indicated in Article I filed with the Secretary of State of Florida, File No. . This Amendment will Replace Article 1- Name, as filed in the original Articles of Incorporation.

SECOND:

96000088961

All outstanding shares of stock will be exchanged and reissued once the name change is accepted by the Secretary of State of Florida. Par value of each share will remain the same as original issue.

THIRD:

The date of adoption of the amendment is November 26, 1996. The date of each amendment's filing will be the date that these Articles of Amendment are accepted and recorded by the Secretary of State of Florida.

FOURTH: Adoption

The amendment was approved by the shareholders through voting groups.

"The Number of votes cast for the amendment was sufficient for approval by Common Shareholders."

Signed this day 26 of November 19 96.

Signature Daniel R. Porton
President

FILED
 SECRETARY OF STATE
 56 DEC -14 PM 3:42
 TALLAHASSEE, FLORIDA