

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 DEC -9 PM 3:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

1096-25733

AL DEC - 9 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY [Signature] CK No. _____

WALK-IN 12/9 12:00
 Will Pick Up _____

RE: Online Directory
Company

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

RECEIVED
 96 DEC -9 AM 9:56
 ISH O. CORTI
 HONORARY



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: ONLINE DIRECTORY COMPANY
Ref. Number: W96000025733

We have received your document for ONLINE DIRECTORY COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 096A00054945

RECEIVED
5 DEC -9 PM 3:37
DIV OF CORPORATIONS

Corrected

JK

ARTICLES OF INCORPORATION
OF
online directory company

FILED
96 DEC -9 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby organizes and incorporates for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of "CHAPTER 607, CORPORATION LAW FLORIDA STATUTES", for the transaction of business with and under the following charter:

ARTICLE I-NAME

The name of the corporation is: **online directory company**.

ARTICLE II-PRINCIPAL PLACE OF BUSINESS

The principal place of business is: 110 Polk Avenue, Suite 7, Cape Canaveral, Florida 32920.

ARTICLE III-COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of the Articles of Incorporation with the Secretary of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV-PURPOSE

The corporation is organized for the purpose of transacting by and all activity of business permitted under the laws of the United States for which a corporation may be organized under "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES", as may from time to time be amended.

ARTICLE V-STATED CAPITAL

The amount of the total authorized capital stock of the corporation shall be one hundred thousand (100,000) shares of common stock having a nominal par value of one dollar (\$1.00) per share.

the share of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or service actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully-paid and non-assessable.

ARTICLE VI-VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purpose shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII-PREEMPTIVE RIGHTS

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

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX-CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of directors of this Corporation.

ARTICLE X-SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51 %) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII-AMENDMENT

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

ARTICLE XIII-RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their names: **TONY HERNANDEZ, III,**
100,000 Shares.

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE XIV- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

This corporate powers shall have one (1) director initially. The number of directors of this corporation shall be increased or decreased from time to time by the by-law's of the corporation, but shall never be less than one (1).

The name and post office address of the first Board of Directors, subject to the provisions of the Certificate of Incorporation, the by-law's of this corporation, and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES", who shall hold office until the first meeting of shareholders of said corporation or until the successors are elected and qualify shall be:


DIRECTOR	POST OFFICE ADDRESS
TONY HERNANDEZ, III	110 Polk Avenue, Suite 7, Cape Canaveral, Florida 32920

ARTICLE XV-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: **110 Polk Avenue, Suite 7, Cape Canaveral, Florida 32920**, and the name of the corporation of that address is: **TONY HERNANDEZ, III**.

IN WITNESS WHEREOF the undersigned as Incorporator hereby executes these Articles
of Incorporation this 6th day of December, 1996.

Dated: 12-6-96

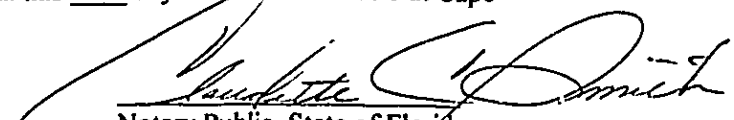

TONY HERNANDEZ, III
President, Incorporator
110 Polk Avenue, Suite 7
Cape Canaveral, Florida 32920

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, an officer duly authorized to administer
oaths and take acknowledgments, personally appeared **TONY HERNANDEZ, III** known
to me and known by me to be the persons who executed the foregoing Articles of
Incorporation, and they acknowledged before me that they executed the same freely and
voluntarily for the purposes herein expressed.

WITNESS my hand and official seal this 6th day of December 1996 at Cape
Canaveral, Florida.




Notary Public, State of Florida
My Commission expires: 10/19/2000
My Commission Number: CC571691

ACCEPTANCE

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.


TONY HERNANDEZ, III
Registered Agent

FILED
96 DEC -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA