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SALLY J. KIRCHER

Attorney at Law 96 DEC 18 AM 11:13

One Independent Drive, Suite 3303
Jacksonville, Florida 32202-5027
Phone: (904)356-6101
FAX: (904)356-6116

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Admitted in Florida (No. 777943)
and Ohio (No. 0018510)
Email: skircher@cybermax.net

December 17, 1996

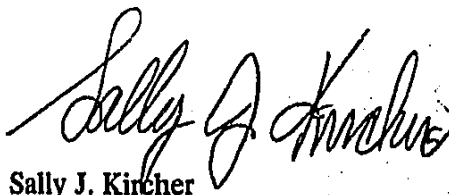
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Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed are Articles of Incorporation for The Registry USA, Incorporated and a check, made payable to the Secretary of State, in the amount of \$122.50 to cover the cost of filing these Articles. Please time stamp the duplicate Articles of Incorporation and return a certified copy to me in the pre-stamped, self-addressed Priority Mail envelope.

If you have any questions, please call me at (904) 356-6101. Thank you for your cooperation in this matter.

Sincerely,


Sally J. Kircher

cc: Martha Lawrence
Jamie Amerson



ARTICLES OF INCORPORATION
OF
THE REGISTRY USA, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **The Registry USA, Incorporated.**

ARTICLE II - PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The principal office and mailing address of this Corporation is 7563 Phillips Highway, Suite 212, Treetop Park, Watermill Building, Jacksonville, Duval County, Florida, and the registered office of the Corporation in this State is: One Independent Drive, Suite 3303, Jacksonville, Florida 32202. The registered agent at this registered office is Sally J. Kircher. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an individual who has been approved as a shareholder by the Board of Directors.

ARTICLE IV - INCORPORATORS

The name and address of the incorporator is:

Martha Lawrence
11010 Mill Pond Court
Jacksonville, Florida 32257

ARTICLE V - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the common stock of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the common stock of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or

other disposition of any of the outstanding common stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, as specified in these Articles of Incorporation and the By-Laws and such sale or transfer may be made only after the same shall have been approved at a meeting of shareholders specially called for such purpose.

ARTICLE VI - TERM OF EXISTENCE

The Corporation is to exist perpetually unless terminated sooner pursuant to the provisions of the Bylaws of the Corporation.

ARTICLE VII -DIRECTORS

The Board of Directors shall consist of from one to seven members. The initial Board of Directors shall consist of two members.

ARTICLE VIII - CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation and any director, individually or jointly, may be a party to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no person, firm or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE IX - CORPORATE POWERS

The Corporation has all the general and specific powers enumerated under General Corporation Law of the State of Florida. These powers shall include but are not to be limited to the following powers to:

- (a) Have perpetual succession by the Corporation's name; and,
- (b) Sue and be sued in all courts and participate, as a party or otherwise, in any judicial, administrative, arbitative or other proceeding, in its corporate name; and
- (c) Purchase; receive; take by grant, gift, devise, bequest or otherwise; lease or otherwise acquire; own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated; and sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of its property and assets, or any interest therein, wherever situated; and
- (d) Have a corporate seal, which may be altered at pleasure, and use the same by causing it or a facsimile thereof, to be impressed or affixed or in any other manner reproduced; and
- (e) Appoint such officers and agents as the business of the Corporation requires and to pay or otherwise provide for them suitable compensation; and
- (f) Adopt, amend and repeal by-laws; and
- (g) Wind up and dissolve itself in the manner provided by the General Corporation Law of Florida and these Articles of Incorporation; and
- (h) Conduct its business, carry on its operation, and have offices and exercise its powers within or without the State of Florida; and
- (i) Make donations for the public welfare or for charitable, scientific or educational purposes, and in time of war or other national emergency in aid thereof; and
- (j) Be an incorporator, promoter, or manager of other corporations of any type or kind; and
- (k) Participate with others in any corporation, partnership, limited partnership, limited liability company, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation of control with or to others; and
- (l) Transact any lawful business which the corporation's board of directors shall find to be in aid of authority; and
- (m) Make contracts, including contracts of guaranty and suretyship, incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its

notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or other encumbrances of all or any of its property, franchises and income; and

- (n) Lend money for its corporate purposes, invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds so loaded or invested; and
- (o) Pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive and compensation plans, trusts and provisions for any or all of its directors, officers, and employees, and for any or all of the directors, officer, and employees of its subsidiaries; and
- (p) Provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) Provide health and disability insurance for its directors, officers or additional Corporate employees.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein stated, the Corporation shall have all the following powers:

- a. To enter into or become a partner in any arrangement for the sharing of profits, union of interest, or cooperation, joint venture or otherwise with any person, firm or corporation which is not in conflict with its corporate purpose.
- b. When the board of directors so determines, to offer to sell any increase in the number of shares of common stock which the Board of Directors approves first to shareholders of record at par, pro rata, in relation to their then present holdings in accordance with the Bylaws adopted by the Corporation setting forth the terms and conditions of such purchase.
- c. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
- d. At its option, to purchase and acquire any or all of its stock owned and held by any

such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

ARTICLE XI - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is as follows:

- a. To engage in the business of providing internet access to a main database for singles for the purpose of business networking, socialization, travel, education and shared interests.
- b. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments and to own real and personal property necessary for achieving its corporate purpose;.
- c. To engage in any other lawful business permitted by the laws and regulations of the State of Florida.
- d. To do everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation and in general, either alone or in association with other corporations, firms, or individual, to carry on any lawful pursuit necessary or incidental to the accomplishments of the purposes or the attainment of the objects or the furtherance of such purposes or the objects of the Corporation.

ARTICLE XII - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

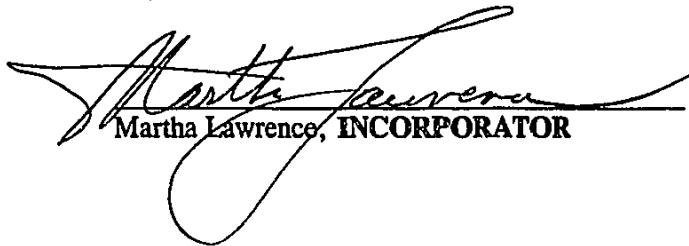
ARTICLE XIII - BY-LAWS

The Board of Directors shall adopt Bylaws for this Corporation and the Board of Directors may, from time to time, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE XIV - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, has executed the foregoing Articles of Incorporation on this 12th day of December, 1996.


Martha Lawrence, INCORPORATOR

STATE OF FLORIDA)

) SS:

COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared Martha Lawrence who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 12th day of December, 1996. Martha Lawrence [☒] is personally known to me or [] has produced _____ as identification.


NOTARY PUBLIC, State of Florida
My Commission Number is:

My Commission expires:



MARIE JONES
My Commission CO473407
Expires Jun. 18, 1999
Bonded by HAI
800-422-1885

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statute, the following is submitted, in compliance with said Act.

First, that **The Registry USA, Incorporated**, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, has named **Sally J. Kircher**, located at One Independent Drive, Suite 3303, Jacksonville, Duval County, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office.

By:


Sally J. Kircher

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TALLAHASSEE, FLORIDA