



THE UNITED STATES
CORPORATION
COMPANY

P97000008587

ACCOUNT NO. : 072100000032

REFERENCE : 238796 135998A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 28, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 238796-005

CUSTOMER NO: 135998A

CUSTOMER: Franklyn J. Wollett, Esq
FRANKLYN J. WOLLETT, P.A.

2790 Sunset Point Road

Clearwater, FL 34619

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-01/28/97--01167--014
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DOMESTIC FILING

NAME: LIGHTPORT INTERNET SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
97 JAN 28 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
55 JUN 23 PM 12:13
Dmc
1/29/97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LIGHTPORT INTERNET SERVICES, INC.**

FILED
97 JAN 28 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is LIGHTPORT INTERNET SERVICES, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

5128 U.S. 19
New Port Richey, FL 34652

**ARTICLE III
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue One Million (1,000,000) shares of One Cent (\$.01) par value common stock.

**ARTICLE VI
DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of

the initial Director of this Corporation, who shall serve until his successors are elected and have qualified or until removed is as follows:

NAME

ADDRESS

Jonathan P. Bentley, Jr.

5128 U.S. 19
New Port Richey, FL 34652

**ARTICLE VII
OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

OFFICE

NAME

ADDRESS

Pres./Sec./Treas.

Jonathan P. Bentley, Jr.

5128 U.S. 19
New Port Richey, FL 34652

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

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

REGISTERED AGENT

ADDRESS

Jonathan P. Bentley, Jr.

5128 U.S. 19
New Port Richey, FL 34652

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

**ARTICLE X
BYLAWS**

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE XI
AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

**ARTICLE XII
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

Jonathan P. Bentley, Jr.

ADDRESS

5128 U.S. 19
New Port Richey, FL 34652

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 27th day of January, 1997.



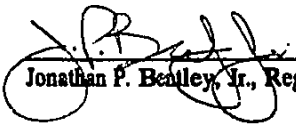
JONATHAN P. BENTLEY, JR.

**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

FILED
97 JAN 28 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JONATHAN P. BENTLEY, JR., as Registered Agent for LIGHTPORT INTERNET SERVICES, INC. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 5128 U.S. 19, City of New Port Richey, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above stated office as required by law.

DATED: January 27, 1997


Jonathan P. Bentley, Jr., Registered Agent