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May 16, 1997

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VIA FEDERAL EXPRESS

Florida Secretary of State  
409 East Gaines  
Tallahassee, FL 32399

000002183750--5  
-05/19/97--01157--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Priddynet.Com Incorporated

Dear Sir/Madam:

Enclosed for filing are the original and a copy of the Articles of Incorporation for the above-referenced corporation, together with a check for the required filing fee of \$70.00. Upon filing of the enclosed Articles, please forward to us the enclosed copy stamped "Filed".

If you have any questions please feel free contact me.

Sincerely,

*Amy Recchio*  
Amy W. Recchio  
Legal Assistant

AWR/awr  
Enclosures

FILED  
97 MAY 19 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Recchio  
5/19/97*

ARTICLES OF INCORPORATION OF  
PRIDDYNET.COM INCORPORATED

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

FILED  
97 MAY 19 PM 3:29  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Corporation is **PRIDDYNET.COM INCORPORATED**

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 2330 Northeast 18th Place, Unit C, Ocala, Florida 34470, and the mailing address of the Corporation is 2330 Northeast 18th Place, Unit D, Ocala, Florida 34470.

ARTICLE III  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV  
CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, One Cent (\$0.01) par value per share.

ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Gregory C. Yadley  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his

earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

James M. Priddy  
2330 Northeast 18th Place, Unit D  
Ocala, Florida 34470

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Gregory C. Yadley  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

ARTICLE VIII  
INDEMNIFICATION

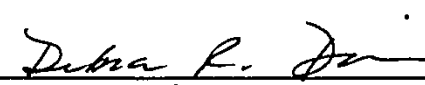
The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

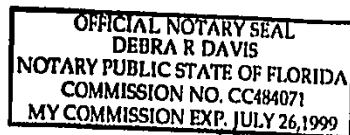
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of May, 1997.

  
\_\_\_\_\_  
Gregory C. Yadley  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was sworn to and subscribed before me this 16th day of May 1997, by Gregory C. Yadley who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



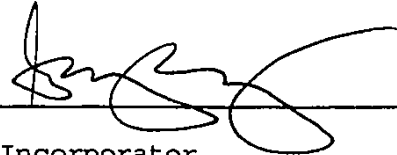
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **PRIDDYNET.COM, INC.**
2. The name and address of the registered agent and office are:

Gregory C. Yadley  
101 E. Kennedy Blvd., Suite 2800  
Tampa, FL 33602

SIGNATURE \_\_\_\_\_

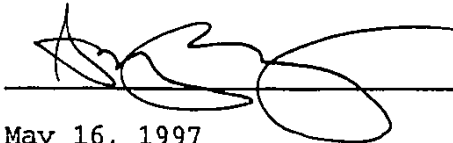


TITLE: Incorporator

DATE: May 16, 1997

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE \_\_\_\_\_



DATE May 16, 1997

FILED  
97 MAY 19 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA