

P97000051264

STEPHAN J. RENAUD
5300 S.W. 23rd Terrace
Fort Lauderdale, FL 33312
Tel.: (954) 961-6169

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 PM 3:08

May 15, 1997

SECRETARY OF STATE
409 E. Gaines Street
Tallahassee, FL 32399

RE: IXL CORPORATION, INC.

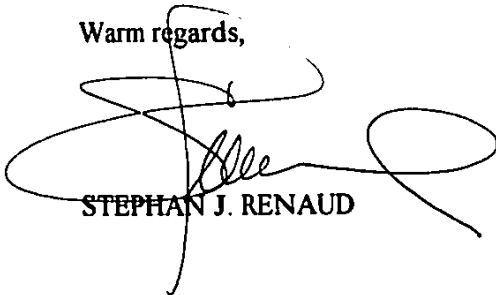
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-05/16/97--01077--009
****122.50 ****122.50

Please find enclosed the original and a copy of the Articles of Incorporation and a check for \$122.50 (Filing Fee and certified copy)

Upon completion, could you please use FedEx and my account number 199 175 793.

Thank you in advance for your cooperation.

Warm regards,



STEPHAN J. RENAUD

Enclosures

787,503,671
2097-11848

D. BROWN JUN 10 1997

STEPHAN J. RENAUD
5300 SW 23rd Terrace
Fort Lauderdale, FL 33312
Tel.: (954) 961-6169

May 30, 1997

Secretary Of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

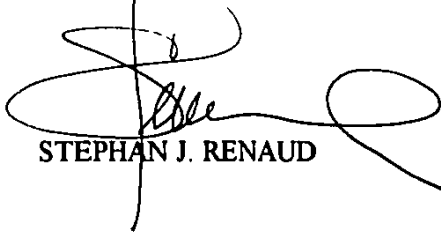
Re: Letter 997A00027197

Please find enclosed the new articles of incorporation for IXL WORLDWIDE, INC.

The fees have already been paid.

Could you please send me a confirmation of the incorporation?

Thank you.



STEPHAN J. RENAUD



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1997

STEPHAN J. RENAUD
5300 S.W. 23RD TERRACE
FORT LAUDERDALE, FL 33312

SUBJECT: IXL CORPORATION, INC.
Ref. Number: W97000011848

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 997A00027197

ARTICLES OF INCORPORATION
OF

IXL WORLDWIDE, INC.

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

ARTICLE 1 - NAME

The name of the corporation is IXL WORLDWIDE, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5300 SW 23rd Terrace, Fort Lauderdale, FL 33312 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Stephan J. Renaud
5300 SW 23rd Terrace
Fort Lauderdale, FL 33312

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Stephan J. Renaud whose address shall be the same as the principal office of the Corporation.

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DIVISION OF CORPORATIONS
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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, wether now or hereafter authorized, or securities convertible into shares of its stock of any class, wether 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 name and address of the registered agent and office shall be Stephan J. Renaud whose address shall be the same as the principal office of the Corporation.

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.

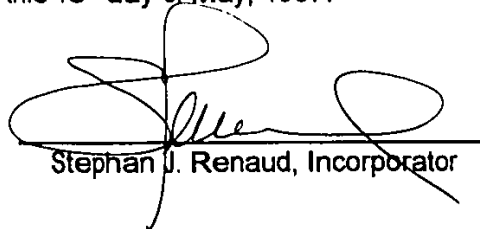
ARTICLE 13 - EFFECTIVE DATE

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 amendments 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 Incorporations or any amendment hereto are granted subject to this reservation.

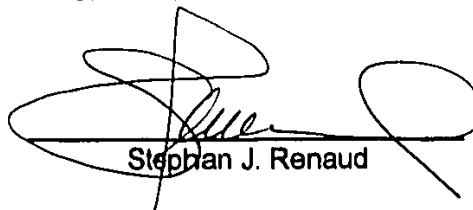
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of May, 1997.


Stephan J. Renaud, Incorporator

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
97 JUN 10 PM 3:08

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Stephan J. Renaud 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.


Stephan J. Renaud