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First American Financial Services, Inc.

August 7, 1997

TO: Division of Corporations, Amendment

FROM: Sandra Kritch
First American Financial Services, Inc.

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-08/11/97--01121--005
*****70.00 *****70.00

RE: Enclosed articles for LUCAS INTERNET, INC.

Enclosed is two copies of the articles of incorporation for LUCAS INTERNET, INC. I have also enclosed a check for \$70. for the filing fees and registered agent designation. Please return one of the stamped articles to:

Sandra Kritch
First American Financial Services, Inc.
26340 US 19 N
Clearwater, FL 33761

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

26340 US 19 N. - Clearwater, FL 33761 - (813) 726-5529 - (813) 669-2647 - FAX (813) 791-6563

T.M.-8/12/97

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is LUCAS INTERNET, INC.

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

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ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the Corporation is
and the name of the initial Registered Agent at such address is

Neil Lucas
1700 Gulf To Bay Blvd.
Clearwater, Florida 34615

ARTICLE SIX

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

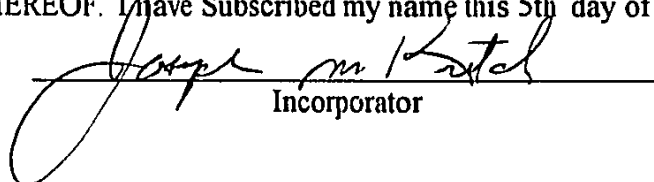
ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is:

Joseph M. Kritch
First American Financial Services, Inc
26340 US 19 N
Clearwater, Florida 33761

IN WITNESS WHEREOF, I have Subscribed my name this 5th day of August, 1997.


Incorporator

STATE OF FLORIDA

County of Pinellas

On this 5th day of August, 1997 before me personally appeared Joseph M. Kritch known to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sandra E. Kritch
Notary Public



CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that desiring to organize under the laws of the State of Florida, with its principal place of business at 1700 Gulf to Bay Blvd. Clearwater, Florida 34615 named Neil Lucas located at 1700 Gulf to Bay Blvd. Clearwater, Florida 34615 its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 5th day of August, 1997.

Neil Lucas
Registered Agent

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TALLAHASSEE, FLORIDA