

P 970000 72955

JOHN TAYLOR, JR.
Post Office Box 530
126 Hickory Dip
Eastpoint, Florida 32328
850/670-8776

August 13, 1997

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

000002273260--6
-08/21/97--11023--1007
*****70.00 *****70.00

Re: VENTURE ONLINE, INC.

Good Morning:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with Registered Agent's Certificate and my check for \$70.00 covering the following:

Filing Fee	\$35.00
Certificate Designating Registered Agent	35.00
Total	\$70.00.

Please send all correspondence to the address above.

Your attention to this matter is appreciated.

Yours truly,

John Taylor, Jr.
John Taylor, Jr.

Encl.

FILED
97 AUG 21 AM 11:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T.M. - 8/22/97

ARTICLES OF INCORPORATION
OF
VENTURE ONLINE, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is VENTURE ONLINE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Three Hundred Thousand (300,000) shares of Common Stock of the par value of TEN CENTS (\$.10) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

ARTICLE V - OFFICERS OF CORPORATION

The Officers of the corporation are as follows:

President: Nathan B. Tyson, 591 Sequoia Court, Loganville, Georgia 30252;

Vice-President: Steven E. Platt, 330 Deep Step Road, Covington, Georgia 30014;

Secretary/Treasurer: John Taylor, Jr., 126 Hickory Dip, Eastpoint, Florida 32328.

ARTICLE VI - PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation is 126 Hickory Dip, Eastpoint, Florida 32328, and the mailing address of the principal office of the corporation is Post Office Box 890, Eastpoint, Florida 32328. The street address of the initial registered office of this Corporation is 126 Hickory Dip, Eastpoint, Florida 32328, and the name of the initial registered agent of this Corporation at that address is John Taylor, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and addresses of the initial directors of this Corporation are:

Nathan B. Tyson
591 Sequoia Court
Loganville, GA 30252

Steven E. Plitt
330 Deep Step Road
Covington, GA 30014

John Taylor, Jr.
126 Hickory Dip
Eastpoint, FL
32328

ARTICLE VIII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of this Corporation may vote on any contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INCORPORATOR

The name and address of the persons signing these Articles are:

Nathan B. Tyson
591 Sequoia Court
Loganville, GA 30252

Steven E. Plitt
330 Deep Step Road
Covington, GA 30014

John Taylor, Jr.
126 Hickory Dip
Eastpoint, FL
32328

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8th day of August, 1997.



NATHAN B. TYSON



STEVEN E. PLITT




JOHN TAYLOR, Jr.

STATE OF FLORIDA }
COUNTY OF FRANKLIN }

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared JOHN TAYLOR, Jr., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8th day of August, 1997.


TINA MESSER, Notary Public

My Commission Expires:

STATE OF GEORGIA }
COUNTY OF GWINNETTE }



Tina Messer
MY COMMISSION # CCS87787 EXPIRES
September 24, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared NATHAN B. TYSON and STEVEN E. FLITT, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of August, 1997.


Notary Public

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires February 8, 2001


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

The following is submitted in compliance with Section 48.091 Florida Statutes:

VENTURE ONLINE, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Eastpoint, Florida, has named John Taylor, Jr. as its registered agent at the registered office at 126 Hickory Dip, Eastpoint, Florida 32328 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 to act in this capacity and agree to comply with the provisions of the above-referenced statute relative to keeping said office open. I am familiar with and accept the duties and responsibilities of registered agent.



JOHN TAYLOR, Jr.,
Registered Agent

Date: August 9, 1997.

FILED
97 AUG 21 AM 11:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA