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Gainesville, Florida 32607
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FILED

97 OCT 20 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 1997

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

Re: *Incorporation of ON-LINE, INC.*

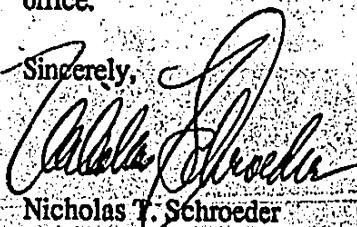
Enclosed are the following:

1. Articles of Incorporation of ON-LINE, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

400002324864--0
-10/20/97--01161--017
*****70.00 *****70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,



Nicholas T. Schroeder

Enclosures (3)

P. Hall

OCT 22 1997

ARTICLES OF INCORPORATION
OF
ON-LINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be ON-LINE, INC.

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (10,000) shares having no par value common. All stock when issued shall be non-assessable.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be October 20, 1997.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be 1122 NW 22nd Street, Gainesville, Florida, 32603.

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

RUSSELL L. PISANO, Jr.
1122 NW 22nd Street
Gainesville, FL 32603

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

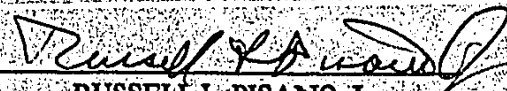
RUSSELL L. PISANO, Jr.
1122 NW 22nd Street
Gainesville, FL 32603

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.


IN WITNESS WHEREOF, the undersigned, has executed these Articles of
Incorporation for the uses and purposes therein stated this 15 day of October, 1997.

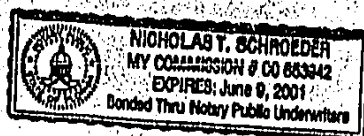

RUSSELL L. PISANO, Jr.

STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, RUSSELL L. PISANO, Jr.,
being well known and did take an oath, acknowledged before me that he is party to the
foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to
be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 15 day of October,
1997.


Notary Public
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

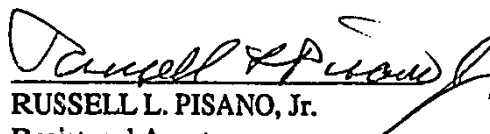
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ON-LINE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1122 NW 22nd Street, Gainesville, Florida, 32603, State of Florida, has named **RUSSELL L. PISANO, Jr.**, located at 1122 NW 22nd Street, Gainesville, Florida, 32603, as its agent to accept service of process within Florida.


RUSSELL L. PISANO, Jr., President
Date:

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


RUSSELL L. PISANO, Jr.
Registered Agent
Date: