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**WILLIAM R. BARKER**

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WILLIAM R. BARKER

December 4, 1997

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

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-12/08/97--01025--018  
\*\*\*\*122.50 \*\*\*\*122.50

RE: INTERNET DIVERSIFIED PRODUCTS, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50, representing payment of the following:

Filing fee	\$35.00
Certified copy fee	\$52.50
Registered agent fee	\$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

WILLIAM R. BARKER

WRB/wmf

Enclosures

cc: Internet Diversified Products, Inc.  
(w/enclosure of Articles)

Dme  
12/10/97

FILED  
97 DEC -8 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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97 DEC -8 AM 9:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTERNET DIVERSIFIED PRODUCTS, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is Internet Diversified Products, Inc., and has its principal place of business at 8737 Butternut Blvd., Orlando, FL 32817, and its mailing address is P.O. Box 1704, Goldenrod, FL 32733-1074.

ARTICLE II. EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation shall be December 8, 1997.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and this Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$0.10 per share.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

John J. Westcott  
8737 Butternut Blvd.  
Orlando, FL 32817

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

## ARTICLE VII. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## ARTICLE VIII. BOARD OF DIRECTORS

The names and addresses of the initial directors of the corporation are:

John J. Westcott  
8737 Butternut Blvd.  
Orlando, FL 32817

Robert B. Gaylord  
8857 Butternut Blvd.  
Orlando, FL 32817

The persons named as the initial directors shall hold this office for the first year or until otherwise replaced by a successor.

## ARTICLE IX. INCORPORATOR

The names and street addresses of the persons signing these Articles of Incorporation are:

John J. Westcott  
8737 Butternut Blvd.  
Orlando, FL 32817

Robert B. Gaylord  
8857 Butternut Blvd.  
Orlando, FL 32817

## ARTICLE X. AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended in the manner provided by law.


**ARTICLE XI. INDEMNIFICATION**

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

**ARTICLE XII. BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on the 1<sup>st</sup> of DECEMBER, 1997.

  
JOHN J. WESTCOTT

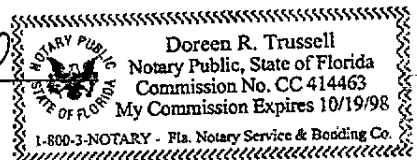
  
ROBERT B. GAYLORD

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared JOHN J. WESTCOTT to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation. He is personally known to me or produced \_\_\_\_\_ as identification and an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 1<sup>st</sup> day of DECEMBER, 1997.

  
Notary Public

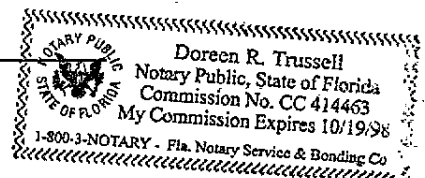


STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared ROBERT B. GAYLORD to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation. He is personally known to me or produced \_\_\_\_\_ as identification and an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 1<sup>st</sup> day of DECEMBER, 1997.

  
Notary Public



DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

FILED

97 DEC -8 AM 9:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That Internet Diversified Products, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 3737 Butternut Blvd., Orlando, County of Orange, State of Florida 32817, with its mailing address as P.O. Box 1704, Goldenrod, FL 32733-1074, has named John J. Westcott, 8737 Butternut Blvd., County of Orange, State of Florida 32817, as its agent to accept service of process within this state.

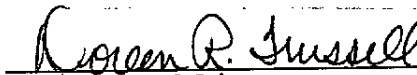
ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
JOHN J. WESTCOTT  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of DECEMBER, 1997, by JOHN J. WESTCOTT, who is personally known to me or produced as identification and who did not take an oath.

  
Notary Public

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NOTARY PUBLIC  
STATE OF FLORIDA  
Doreen R. Trussell  
Notary Public, State of Florida  
Commission No. CC 414463  
My Commission Expires 10/19/98  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.  
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