

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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FILING

1.) M.J.S. Consulting Group, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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FILED
98 JAN 16 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 16 PM 1:39
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
M.J.S. CONSULTING GROUP, INC.

FILED
98 JAN 16 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges, with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be as stated above M.J.S. CONSULTING GROUP, INC. and the principal place of business is 3041 Northeast 10th Avenue, Pompano Beach, Florida 33062.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida, specifically, Internet content provider.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be:

SHARES

500

PAR VALUE

\$1.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the

stockholders. All or any part of said capital stock may be paid in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the corporation or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be non-assessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT AT SUCH ADDRESS

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE

3041 Northeast 10th Avenue
Pompano Beach, Florida 33062

AGENT AT SUCH ADDRESS

Mitchell J. Segal

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



MITCHELL J. SEGAL, REGISTERED AGENT

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than

one (1) and not more than nine (9) the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Directors may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The member(s) of the first Board of Directors is/are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Mitchell J. Segal	3041 Northeast 10 th Avenue Pompano Beach, Florida 33062

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the corporate existence or until successors are elected or appointed and have qualified.

ARTICLE IV - SUBSCRIBERS

The name and address of the subscriber(s) to these Articles of Incorporation and the number of shares subscribed thereto is/are:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Mitchell J. Segal	3041 Northeast 10 th Avenue Pompano Beach, Florida 33062	500

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the

officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation, any Director individually or any firm of which any Director may be a member, may be a part to, or may pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any Director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - ASSIGNMENT OF SUBSCRIPTIONS

The original subscriber(s) to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his/their subscription(s) to any other person, firm, or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments or assignment, provided, however, that any, but not all, of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

ARTICLE XII - OFFICERS

The officers of this corporation shall be a President, who shall be a Director, a Secretary

and a Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents, and factors shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the Secretary or an Assistant Secretary of this corporation. The initial officers of the corporation shall be as follows:

<u>OFFICERS</u>	<u>ADDRESS</u>
Mitchell J. Segal, President	3041 Northeast 10 th Avenue Pompano Beach, Florida 33062
Elizabeth Martell, Vice President Secretary, Treasurer	3041 Northeast 10 th Avenue Pompano Beach, Florida 33062

ARTICLE XIII - AMENDMENT

The corporation reserves that right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the persons named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.


MITCHELL J. SEGAL

STATE OF FLORIDA:

COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: MITCHELL J. SEGAL to me personally known or produced identification () to be the person(s) described as subscriber(s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida this 15 day of JAN , 1998.

Andrew T. Gilbert

NOTARY PUBLIC, State of Florida at Large



ANDREW T. GILBERT
COMMISSION # CC578295
EXPIRES DEC 30, 2000
BONDED THROUGH
ATLANTIC BONDING CO.

(Print, type or stamp commissioned name
Of notary public)

My Commission Expires:

FILED
98 JAN 16 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA