

P98000005923

1/16/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

4:26

((H98000001127 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FLORIDA INCORPORATORS, INC.

ACCT#: 075350000473

CONTACT: MARK HANKINS

PHONE: (305)350-5221

FAX #: (305)350-9148

NAME: EROS ONLINE, INC.

AUDIT NUMBER.....H98000001127

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
98 JAN 20 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 1/21/98

01/20/1998 11:59 305-350-9148  
01/10/1998 10:30 305-350-9148  
FROM Anaxis Inc 954 954 2172

FL INCORPORATORS INC.  
01-20-98 12:33PM TO 13053509148

PAGE 02  
\*143 P.1/3

FILED

98 JAN 20 AM 7:53

H98000001127

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

EROS ONLINE, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**FIRST:** The name of the corporation is **EROS ONLINE, INC.**

**SECOND:** The period of its duration is perpetual.

**THIRD:** The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

**FOURTH:** The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida

Business Corporation Act.

FLORIDA INCORPORATORS, INC.  
1221 BRICKELL AVE, STE. 900 1  
MIAMI, FL 33131  
(305) 350-5221

H98000001127

01/20/1998 11:59 305-350-9148  
FROM Anexis Inc 954 964 2172

FL INCORPORATORS INC  
01-20-98 12:33PM TO 13053509148

PAGE 03  
\*149 P.2/3

01/16/1998 16:37 305-350-9148

FL INCORPORATORS INC

PAGE 03

H98000001127

**FIFTH:** The aggregate number of shares which the corporation shall have authority to issue is **ONE MILLION (1,000,000) SHARES** of capital stock, \$.001 par value each.

**SIXTH:** The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and qualified are:

**SARAH WOODWARD  
3325 GRIFFIN RD. STE. 268  
FT. LAUDERDALE, FL 33312**

**TERRY WOODWARD  
3325 GRIFFIN RD. STE. 268  
FT. LAUDERDALE, FL 33312**

**SEVENTH:** The name and address of the incorporator is:

**SARAH WOODWARD  
3325 GRIFFIN RD. STE. 268  
FT. LAUDERDALE, FL 33312**

01/20/1998 11:59 305-350-9148

FL INCORPORATORS INC

PAGE 04

01/10/1998 11:59  
FROM Anaxis Inc 954 964 2172

005-050-0148

01-20-98 12:33PM TO 13053509148

\*143 P.3/3

PAGE 04

H98000001127


**EIGHTH:** The name and address of the initial registered agent and the initial registered office is:

**SARAH WOODWARD  
3325 GRIFFIN RD. STE. 268  
FT. LAUDERDALE, FL 33312**

**NINTH:** The principal office of the corporation is:

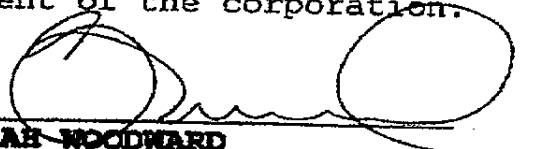
**EROS ONLINE, INC.  
3325 GRIFFIN RD. STE. 268  
FT. LAUDERDALE, FL 33312**

DATED: January 16, 1998

  
**SARAH WOODWARD**  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

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

  
**SARAH WOODWARD**

**FILED**  
**98 JAN 20 AM 7:53**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

H98000001127