

P 980002/534

JOHNSTON, HARRIS, GERDE & JELKS, P.A. FILED

ATTORNEYS AND COUNSELLORS AT LAW

239 EAST FOURTH STREET

PANAMA CITY, FLORIDA 32401

TELEPHONE (904) 763-8421

FACSIMILE (904) 763-8425

98 MAR -5 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JERRY W. GERDE

ALLEN N. JELKS, JR.

MAYO C. JOHNSTON

(1912-1983)

WILLIAM E. HARRIS

(1923-1988)

March 4, 1998

Corporate Records Bureau
Division Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/05/98--01027--012
****122.50 ****122.50

RE: Point & Click Marketing, Inc.

Dear Sir or Madam:

Please find enclosed herewith the original and a copy of proposed Articles of Incorporation for the new corporation to be known as Point & Click Marketing, Inc., together with a check in favor of the Secretary of State in the amount of \$122.50 for the following fees:

Filing Fee:	\$35.00
Certified Copy	52.50
Designation of Resident Agent	<u>35.00</u>
	\$122.50

Please note that Article V in the Corporate Charter designates the place of business of the Corporation; and the name and address of the Registered Agent.

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles of Incorporation to me.

Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE, & JELKS, P.A.

Jerry W. Gerde

JWG/nfh

Enclosure: as stated.

cc: Point & Click Marketing, Inc.

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2A98-2

Nancy Harris GAVE
AUTHORIZATION BY PHONE TO
CORRECT Pg 3 - PA

DATE

DOC. EXAM.

P. Hall

MAR - 6 1998

ARTICLES OF INCORPORATION
OF
POINT & CLICK MARKETING, INC.

FILED
98 MAR -5 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles Of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is POINT & CLICK MARKETING, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

ARTICLE III - DURATION

This Corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$10.00 per share.

ARTICLE V - PRINCIPAL OFFICE ADDRESS
AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this Corporation is: 520 Commerce Drive, Panama City Beach, Florida, 32408, and the name of the initial registered agent of this Corporation is R. William Amis, whose address is 520 Commerce Dr. Panama City Beach, Florida, 32408, who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation. The street address of the registered agent of this Corporation is: 520 Commerce Dr., Panama City Beach, Florida, 32408.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Anthony B. Whittington	R. William Amis
520 Commerce Dr.	520 Commerce Dr.
Panama City Beach, FL 32408	Panama City Beach, FL 32408

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INCORPORATORS FILED

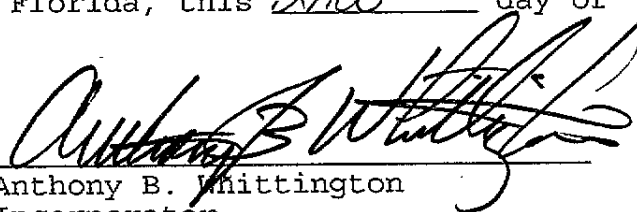
The names and addresses of the persons signing these Articles
Of Incorporation are:


98 MAR 3 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Anthony B. Whittington
520 Commerce Dr.
Panama City Beach, FL 32408

R. William Amis
520 Commerce Dr.
Panama City Beach, FL 32408

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles Of Incorporation
under the laws of the State of Florida, this 2nd day of
MARCH, 1998.


Anthony B. Whittington
Incorporator


R. William Amis
Incorporator/Registered Agent

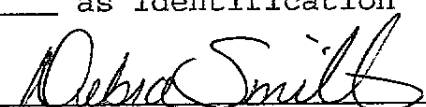
STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd
day of MARCH, 1998 by Anthony B. Whittington, who:
R. William Amis

☒ is personally known to me.

☐ produced a current driver's license as identification
(state and number)

☐ produced _____ as identification


NOTARY PUBLIC Comm. No. _____
DEBRA SMITH
(Type or Print Name of Notary)
My Commission Expires: _____

DEBRA SMITH
Notary Public - State of Florida
My Commission Expires Feb 6, 2002
Commission # CC689656

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd
day of MARCH, 1998 by R. William Amis, who:

☒ is personally known to me.

☐ produced a current driver's license as identification
_____ (state and number)

☐ produced _____ as identification

Debra Smith
NOTARY PUBLIC Comm. No. _____
DEBRA SMITH

(Type or Print Name of Notary)
My Commission Expires: _____

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