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FREISER, KOBZA & VOLPE, CHTD.

ATTORNEYS AT LAW

Internet Address:  
www.tkvnaples.com

The Northern Trust Building  
4001 Tamiami Trail North  
Suite 330  
Naples, Florida 34103  
Telephone (941) 649-4900  
Fax (941) 649-0823

Lisa H. Barnett  
A. Kimberly Brosseit  
Kent A. Johanson \*  
Catherine E. Kidon  
Kim Patrick Kobza \*  
Stanley J. Lieberfarb  
Richard M. Treiser  
Christopher T. Vernon  
Michael J. Volpe \*

Richard Shapack \*  
of Counsel

William L. Rogers  
of Counsel

\* Also admitted in Iowa  
\* Also admitted in Michigan  
+ Also admitted in New York

† Board Certified  
Tax Attorney

VIA FEDERAL EXPRESS

March 23, 1998

Attorneys Title Insurance Fund  
660 East Jefferson Street, Suite 200  
Tallahassee, Florida 32301

Attention: Ms. Barbara Keys

Re: InfoXpress.com, Inc.  
Our File Number: 3821.001  
Member Number: 5004

100002466771--8  
-03/24/98--01078--020  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Barbara:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for InfoXpress.com, Inc. together with our law firm's check in the sum of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

*Leslie L. Browning*  
Leslie L. Browning  
Paralegal  
For The Firm

Enclosures

\\forms\transactions\corp\correspondence\letter to the fund for filing articles of incorporation (11b)

K. Rolfe MAR 24 1998  
W98-6547

K. Rolfe MAR 26 1998

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAR 26 PM 3:18  
FILED

RECEIVED  
98 MAR 24 PM 1:11  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 24, 1998

ATTORNEYS' TITLE INSURANCE FUND  
660 EAST JEFFERSON STREET  
STE 200  
TALLAHASSEE, FL 32301

SUBJECT: INFOEXPRESS.COM, INC.  
Ref. Number: W98000006547

We have received your document for INFOEXPRESS.COM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 798A00015768

DIVISION OF CORPORATION

98 MAR 26 PM 2:02

RECEIVED

**ARTICLES OF INCORPORATION**  
**OF**  
**INFOXPRESS.COM, INC.**

FILED  
98 MAR 26 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation is InfoXpress.com, Inc. The address of the Corporation is 3898 Ninth Street North, Suite 202, Naples, Florida 34103.

**ARTICLE II**

**DURATION**

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**SHARES**

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

## **ARTICLE V**

### **PRE-EMPTIVE RIGHTS**

There shall be no pre-emptive rights for any shareholder.

## **ARTICLE VI**

### **INCORPORATOR**

The name and address of the sole Incorporator is Joseph Buckheit, 1275 26<sup>th</sup> Avenue North, Naples, Florida 34103.

## **ARTICLE VII**

### **BY-LAWS**

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have one (1) Director initially, and the name and address of such initial Director is as follows:

Mr. Joseph Buckheit  
1275 26<sup>th</sup> Avenue North  
Naples, Florida 34103

Mr. Erik Matlick  
33 Rockledge Road, Apt. 1B  
Hartsdale, New York 10530

## **ARTICLE IX**

### **CONTRACTS WITH DIRECTORS**

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 Directors 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 party to, or may be 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, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

#### ARTICLE X

#### SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

#### ARTICLE XI

#### INDEMNIFICATION

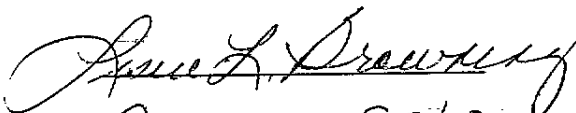
The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

#### ARTICLE XII

#### REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is Kim Patrick Kobza, and the address of the registered office is 4001 North Tamiami Trail, Suite 330, Naples, Florida 34103.

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the \_\_\_\_ day of March, 1998.

  
Catherine E. Kiden

  
JOSEPH BUCKHEIT

STATE OF FLORIDA  
COUNTY OF COLLIER

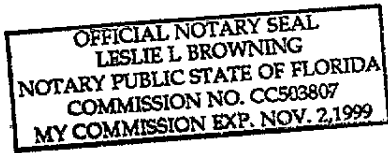
Before me, the undersigned authority, on this day personally appeared **JOSEPH BUCKHEIT** who executed the foregoing instrument in his personal or authorized representative capacity(ies) indicated above and

*(check one of the below)*

☒ who is personally know to me or  
☐ who has produced \_\_\_\_ as identification  
and who (did) (did not) *(circle one)* take an oath.

**NOTE:** If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.

Witness my hand and official seal in the County and State last aforesaid, this 23rd day of March, 1998



Leslie L. Browning  
Notary Public

Typed, Printed or Stamped Name  
Commission No: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

#### ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 23rd day of March, 1998.

Kim Patrick Kobza  
Kim Patrick Kobza

E:\Clients Transactions\Infoexpress 3821.000\Florida Corporate Documents\Articles Of Incorporation

FILED  
98 MAR 26 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA