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May 4, 1998

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

FILED
98 MAY 26 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

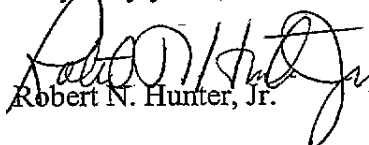
Re: Articles of Incorporation - All America Internet, Inc.

Dear Sir or Madam:

Enclosed please find an original and two copies of Articles of Incorporation for the above-named new corporation, along with my check in the amount of \$122.50 to cover the cost of filing the Articles and receiving a certified copy thereof. Please return the copy to me at my office address shown above.

If you have any questions, please let me know.

Very truly yours,


Robert N. Hunter, Jr.

RNHjr/clt
Enclosures

cc: Thomas R. Ricketts

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May 21, 1998

Neysa Culligan
Document Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

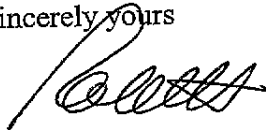
RE: All America Internet, Inc.
Letter Number 498A00026236
Ref. No. W98000010764

Dear Ms. Culligan

Enclosed please find the revised Articles of Incorporation and a draft Statement of Acceptance by a Registered Agent. Please substitute these articles for the originals we sent and file the Articles as rapidly as possible.

Mr. Ricketts will be sending you the original notarized acceptance of service by separate letter. I am also sending a copy of the letter you sent.

Sincerely yours



Robert N. Hunter, Jr.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1998

ROBERT N. HUNTER, JR., ESQ.
201 S. ELM STREET
SUITE 300
GREENSBORO, NC 27401

SUBJECT: ALL AMERICA INTERNET, INC.
Ref. Number: W98000010764

We have received your document for ALL AMERICA INTERNET, 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):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 498A00026236

ARTICLES OF INCORPORATION
OF

ALL AMERICA INTERNET, INC.

FILED

98 MAY 26 AM 10: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

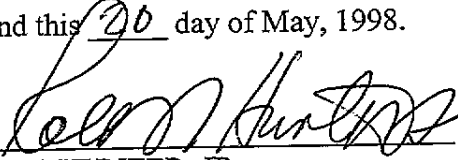
The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

1. The name of the corporation is All America Internet, Inc.
2. The period of duration of the corporation is perpetual.
3. The general purposes for which the corporation is organized are:
 - (a) to engage in the business of internet provider, hosting and web design;
 - (b) to transact any other lawful business for which corporations may be may be incorporated under the Florida General Corporation Act, *or* engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and
 - (c) to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
4. The aggregate number of shares which the corporation is authorized to issue is forty thousand (40,000). Such shares shall be of a single class, and shall be without par value.
5. (a.) The street address of the initial registered office of the corporation is 2905 N.W. 64th Avenue, Margate, Florida 33063, and the name of its initial registered agent is Thomas R. Ricketts.
 - (b) The street address of the principal office and mailing address: is 2905 N.W. 64th Avenue, Margate, Florida 33063
6. The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Thomas R. Ricketts
2905 N.W. 64th Avenue
Margate, Florida 33063

7. The name and address of the incorporator is Robert N. Hunter, Jr., 201 S. Elm Street, Suite 300, Greensboro, Guilford County, North Carolina.

IN WITNESS WHEREOF, I have hereunto set my hand this 20 day of May, 1998.



ROBERT N. HUNTER, JR.
Incorporator

STATE OF NORTH CAROLINA
COUNTY OF GUILFORD

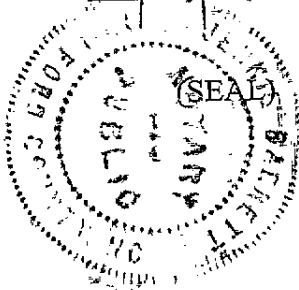
I, Jennie Barrett, a notary public, do hereby certify that ROBERT N. HUNTER, JR. personally appeared before me this 20th day of May, 1998, and acknowledged the due execution of the foregoing Articles of Incorporation.



NOTARY PUBLIC

My commission expires:


1/2/2002



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for All America Internet, Inc. designated in the Articles of Incorporation, Thomas Ricketts agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

This the 21 day of May, 1998.


Thomas Ricketts, Registered Agent
2905 NW 64th Ave
Margate FL 33063

State of Florida

County of Broward

I, _____, a Notary Public for said County and State, do hereby certify that Thomas Ricketts, personally appeared before me this day and acknowledged the due execution of the foregoing Acceptance of Registered Agent of All American Internet, Inc.

Witness my hand and official seal this the ____ day of May, 1998

Notary Public

My commission expires: _____

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