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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 10:40

Neil D. Sollinger
9687 West Lake Court
Boca Raton, Florida 33434
(561) 218-0647

July 7, 1998

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

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-07/09/98--01049--027
****122.50 ****122.50

Re: ONLINE U.S.A., INC.

Dear Sirs:

Enclosed please find Articles of Incorporation for the above Corporation, as well as our cashier's check in the amount of \$122.50, to cover your costs for filing same.

Kindly provide the undersigned with a certified copy of said Articles as soon as possible.

Thank you in advance for your kind cooperation.

Should you have any questions, or if we can be of any assistance, please feel free to contact the undersigned.

Very truly yours,


NEIL D. SOLLINGER

D. BROWN JUL 13 1998

***ARTICLES OF INCORPORATION OF
ONLINE U.S.A., INC.***

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The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is **ONLINE U.S.A., INC.**

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The minimum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock at one dollar (\$1.00) par value.

ARTICLE FIVE

The street address of the principal office of the Corporation is as follows:

**9687 West Lake Court
Boca Raton, Florida 33434**

Its mailing address and initial registered office are as follows:

**9687 West Lake Court
Boca Raton, Florida 33434**

The name of the initial registered agent at that address is **Neil D. Sollinger.**

ARTICLE SIX

The Board of Directors of the Corporation shall consist of ONE (1) or more members, as may be provided in the By-Laws. The names and addresses of the members of the first Board of Directors are as follows:

Name

Address

Neil D. Sollinger
P/VP/T/S/ Director

**9687 West Lake Court
Boca Raton, Florida 33434**

ARTICLE SEVEN

The names and addresses of the Incorporators are as follows:

Name

Address

Neil D. Sollinger
P/VP/T/S/ Director

9687 West Lake Court
Boca Raton, Florida 33434

ARTICLE EIGHT

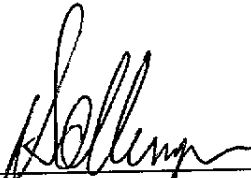
The percentage of stock of the Corporation as issued to the shareholders is as follows:

Neil D. Sollinger

100%

ARTICLE NINE **DESIGNATION OF REGISTERED AGENT**

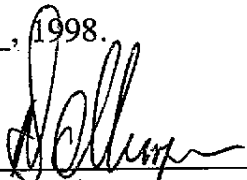
I hereby accept Designation as Registered Agent for **ONLINE U.S.A., INC.**



Neil D. Sollinger

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IN WITNESS WHEREOF, we have hereby subscribed our hands and

seals this 7 day of July, 1998.

Neil D. Sollinger

CERTIFICATION

STATE OF FLORIDA)

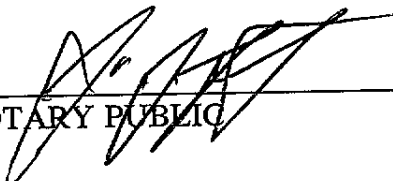
COUNTY OF PALM BEACH)

Before me, the undersigned authority, duly authorized to administer oaths, personally appeared **Neil D. Sollinger**, to me personally known, or who identified himself to me by showing

_____ as identification, and who acknowledged that he executed these Articles of Incorporation for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal

this 7th day of July, 1997.


NOTARY PUBLIC

My Commission Expires: