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DOUGLAS W. ABRUZZO

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Attorney at Law
Post Office Box 714
Gainesville, Florida 32602
352-371-9691

98 SEP -8 AM 11:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 4, 1998

Florida Division of Corporations
Post Office Box 6327
Tallahassee, Fl 32314

Re: Internet Solutions for Everyone, Inc.; filing

Dear sir or madam:

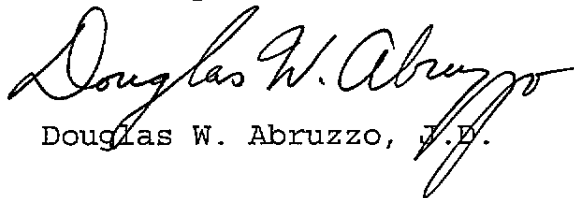
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Enclosed is the original and one copy of the articles of incorporation for the above named new corporation.

Please register the articles and the registered agent, provide a certificate of registration and return a certified copy of the articles to me at the above address.

I enclose my personal check number 7662 in the amount of \$131.25 to cover the official fees incurred in these services. If there are any questions or problems, please feel free to phone me at the letterhead telephone number. Thank you.

Sincerely,


Douglas W. Abruzzo, J.D.

Encl.

P. Hall

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ARTICLES OF INCORPORATION
OF
INTERNET SOLUTIONS FOR EVERYONE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: INTERNET SOLUTIONS FOR EVERYONE, INC.

ARTICLE II

The corporation shall exist perpetually in accordance with the laws of the State of Florida.

ARTICLE III

The nature and purpose of the corporation is to conduct a business involving retail sales of computers, components, software and internet services. Ancillary to this purpose, the corporation is authorized to perform all lawful acts which are reasonably necessary to conducting such a business.

The corporation may, but is not required to, participate in any other lawful business and participate in charitable and/or humanitarian activities to foster good relations and a public awareness of the benefits of computer and internet technology.

The corporation may exercise all powers available to it under

the laws of Florida, and may receive, hold, encumber and convey interests in real property and interests in tangible and intangible personal property, including assets of any other corporate entity, and may incur indebtedness and execute instruments necessary to exercise of such corporate powers.

ARTICLE IV

The maximum number of shares of stock authorized to be outstanding at any one time is One Hundred (100) with a par value of one dollar (\$1.00) per share in the currency of the United States of America. The consideration for each share shall be fully paid and not assessable, in currency, property or other valuable consideration, but not labor or services. All common stock shall have voting rights at the rate of one vote per share.

Changes in the number of authorized shares of common stock and the creation of other classes of stock with voting rights may be made in the manner provided for amendment of these Articles.

ARTICLE V

Each registered shareholder of the corporation shall have preemptive rights to purchase or subscribe for, at the par value or any higher consideration offered in writing and binding on an outside party, a pro-rata portion of: (1) any stock which the corporation may issue or sell, whether of authorized but unissued shares, or of issued shares held by the corporation as treasury

stock; and (2) any obligation of the corporation which is redeemable in, or convertible into, or exchangeable for, any class of stock of the corporation. After the initial issue of stock at the organizational meeting, no subsequent issue of stock shall be made by the corporation unless the issue price of such stock is approved by a simple majority of the then currently issued voting shares. This Article on the preemptive rights and restriction of stock issues may not be amended without the unanimous approval of the then currently issued voting shares.

ARTICLE VI

The initial post office address and principal office of the corporation in the State of Florida shall be:

1031 NW 6th St., Suite A-2
Gainesville, Florida 32601-4277

The Board of Directors may from time to time relocate the principal office within the State of Florida or open other offices.

ARTICLE VII

The corporation shall have at all times not less than one and not more than five directors. The number of directors may be increased or decreased from time to time within these limits by a simple majority of the then currently issued voting shares. The shareholders may also delegate the powers and duties of one or more directors to one or more shareholders by a simple majority of the

then currently issued voting shares.

The following initial directors shall also serve as the initial officers and shall hold office until the first meeting of the shareholders or until successors in office are duly elected and qualified.

President/Secretary/Treasurer: Jeffrey A. Owens

All initial directors/officers may be contacted at the principal corporate office.

ARTICLE VIII

Amendment of these Articles may be made in the manner provided by the laws of the State of Florida in effect at the time that amendment is proposed. Unless in conflict with such laws, all amendments shall be: (1) proposed in writing to the directors; (2) approved by a majority of all directors; (3) proposed in writing to all shareholders; and (4) approved by sixty percent (60%) of all voting shares at a properly noticed general or special meeting of the shareholders.

INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Jeffrey A. Owens
1031 NW 6th Street, Suite A-2
Gainesville, Florida 32601-4277

ACCEPTANCE OF RESIDENT AGENT

I HEREBY CERTIFY that I am a permanent resident of Alachua

County, Florida, residing at the place shown above, and I hereby accept designation as resident agent of the corporation.

Jeffrey A. Owens
Jeffrey A. Owens

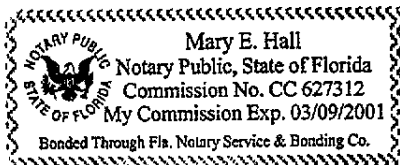
SUBSCRIBER

The subscriber to these Articles of Incorporation is:

Jeffrey A. Owens
Jeffrey A. Owens

STATE OF FLORIDA
COUNTY OF Alachua

The foregoing instrument was acknowledged before me on this 2 day of September, 1998, by JEFFREY A. OWENS, who produced Driver license as identification and who did did not X take an oath.



Notary Seal Impression here

Mary E. Hall
Notary Public (Signature)

Mary E. Hall
Notary name printed

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TALLAHASSEE, FLORIDA