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Griffin Helwig, P.A.  
Attorney at Law

Griffin Helwig

September 25, 1998

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Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: POINT & CLICK, INC.

100002649811--2  
-09/28/98--01049--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

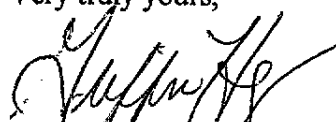
I have enclosed the original and a copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is my check in the amount of \$122.50 for the cost of the filing fee and a certified copy of the Articles of Incorporation.

I would appreciate you filing the Articles and forwarding the certified copy to me.

Thank you for your assistance in this matter.


Very truly yours,

  
GRIFFIN HELWIG

GH/abc  
Encl.

FILED  
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FLORIDA  
TALLAHASSEE

SEP 29 1998



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## **ARTICLES OF INCORPORATION**

### **OF**

**Point & Click, Inc.**

The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

#### **ARTICLE I - NAME**

The name of the corporation is **Point & Click, Inc.**

#### **ARTICLE II - TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

#### **ARTICLE III - NATURE OF BUSINESS**

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE IV - AUTHORIZED SHARES**

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 4504 Sandcastle Circle, St. Augustine, Florida, 32095. The name of the initial registered agent and address of the registered

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TALLAHASSEE, FLORIDA  
SOUTHERN REGIONAL  
FBI

agent for the corporation is GAYE ANASTASIA ESPERSON, 4504 Sandcastle Circle, St. Augustine, Florida, 32095.

#### **ARTICLE VI - DIRECTORS**

The initial Board of Directors shall consist of one (1) member who needs not be a resident of the State of Florida or a shareholder of the corporation.

#### **ARTICLE VII - INITIAL DIRECTOR**

The name and address of the person who shall serve as initial Director until the first annual meeting of the shareholders, or until her successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GAYE ANASTASIA ESPERSON	4504 Sandcastle Circle St. Augustine, Florida 32095

The Directors shall be elected in accordance with the By-laws of the corporation.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GAYE ANASTASIA ESPERSON	4504 Sandcastle Circle St. Augustine, Florida 32095

#### **ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

#### **ARTICLE X - PREEMPTIVE RIGHTS**

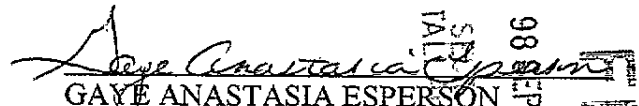
The holders of the common stock of this corporation shall have preemptive rights to purchase,

at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

**ARTICLE XI - DETERMINATION OF CONSIDERATION**

The stockholders shall have the right to determine, in every instance, the consideration for which the shares of the corporation shall be issued.

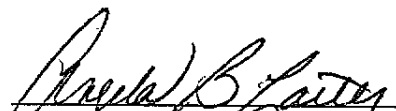
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 25 day of September, 1998.

  
GAYE ANASTASIA ESPERSON  
98 SEP 28 PM 3:30  
NOTARY PUBLIC  
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25 day of September, 1998, by GAYE ANASTASIA ESPERSON, who is personally known to me or produced Florida Driver License as identification.

  
Notary Public, State of Florida



Angela B. Carter  
MY COMMISSION # C0587336 EXPIRES  
September 22, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept designation as registered agent of Point & Click, Inc.

  
GAYE ANASTASIA ESPERSON