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October 9, 1998

Secretary of State
State of Florida
Division of Corporations
Tallahassee, FL 32302

100002665201--5
-10/16/98-01019--008
****122.50 *****78.75

Re: FLOL, INC.

Enclosed please find Articles of Incorporation for filing in your office. Also enclosed is a check in the amount of \$122.50 to cover the filing fees for this incorporation.

If you have any questions, please give me a call at your earliest convenience.

Very truly yours,

John Henry Williams

John-Henry Williams
2448 N. Essex Avenue
Hernando, FL 34442
(352)746-4767

JHW/jb
enclosure

EFFECTIVE DATE
10-9-98

FILED
98 OCT 16 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMO
10/16/98

(5)

ARTICLES OF INCORPORATION

OF

FLOL, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be FLOL, INC.

EFFECTIVE DATE

10-9-98

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be the 9th day of October, 1998.
This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the business of providing internet service and website hosting; and, for transacting any and all other business and activities; and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and the laws of the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of common capital stock with no par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in

writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors on this corporation's initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's By-Laws, but shall never be less than one.

The name and address of the individual who shall serve as member of the initial Board Of Directors is:

John-Henry Williams
2448 N. Essex Avenue
Hernando, FL 34442

The Directors of the corporation shall be elected at the annual meeting of the shareholders, as specified in the By-Laws. The election of Directors shall be by majority vote of the shareholders.

Any Director may be removed from office at any time, with or without cause, by the affirmative vote of sixty-seven percent (67%) of the shareholders.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any

former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2448 N. Essex Avenue, Hernando, FL 34442

The name of the individual who shall serve as this corporation's initial registered agent is:

John-Henry Williams
2448 N. Essex Avenue
Hernando, FL 34442

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

John-Henry Williams
2448 N. Essex Avenue
Hernando, FL 34442

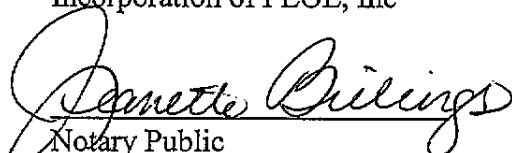
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.


John-Henry Williams, Incorporator

State of Florida
County of Citrus

On this 9 day of October, 1998, John-Henry Williams, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of FLOL, Inc


Notary Public



JEANETTE S HOLMES
My Commission CC494587
Expires Sep. 11, 1999

(Seal)

I hereby accept my designation as registered agent and agree to serve as the registered agent of FLOL, Inc. I hereby state that I am familiar with and accept the duties and

responsibilities as registered agent for FLOL, Inc.

John-Henry Williams
John-Henry Williams, Registered Agent

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