

P98000089029

October 15, 1998

Attn: Doris McDuffie, Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
PO Box 627  
Tallahassee, FL 32314

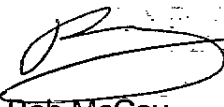
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-10/19/98-01105-010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Ms. McDuffie:

Per our telephone conversation of yesterday, please find the corrected Articles of Incorporation for Online Resource Group, Inc.

Please call me if you need additional information.

Sincerely,



Bob McCoy  
234 Miami Avenue  
Indialantic, FL 32903  
(407) 726-8750

**FILED**  
98 OCT 19 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BMC  
10/19/98



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

August 14, 1998

JEFFREY L. WILKEY  
1805 GREENLEA DRIVE  
CLEARWATER, FL 33765

SUBJECT: ONLINE RESOURCE GROUP, INC.  
Ref. Number: W98000018556

We have received your document for ONLINE RESOURCE GROUP, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The name of the entity must be identical throughout the document.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 498A00042312

**ARTICLES OF INCORPORATION  
FOR  
ONLINE RESOURCE GROUP, INC.**

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98 OCT 19 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE ONE – NAME**

The name of the corporation shall be Online Resource Group, Inc.

**ARTICLE TWO – PRINCIPAL OFFICE**

The principal place of business and mailing address shall be 234 Miami Avenue, Indialantic, Florida 32903.

**ARTICLE THREE – SHARES**

The aggregate number of shares which the corporation shall have authority to issue is 1,500 of no par value each.

**ARTICLE FOUR – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the initial registered agent is Marla Keehn, 234 Miami Avenue, Indialantic, Florida 32903.

**ARTICLE FIVE – INCORPORATORS**

The name and street of the incorporator to these Articles is Marla Keehn, 234 Miami Avenue, Indialantic, Florida 32903.

**ARTICLE SIX**

The number of directors constituting the initial Board of Directors is three, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Bob McCoy  
234 Miami Avenue  
Indialantic, FL 32903

Ben Hacker  
2918 Duchess Oak Ct.  
St. Cloud, FL 34769

Marla Keehn  
234 Miami Avenue  
Indialantic, FL 32903

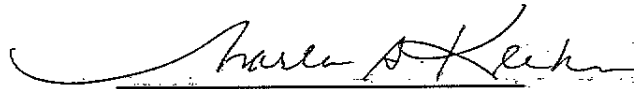
**ARTICLE SEVEN**

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by Statute.

**ARTICLE EIGHT**

The powers of the incorporators cease upon filing of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of October, 1998.

  
Signature

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TALLAHASSEE, FLORIDA

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**ARTICLE NINE – CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature

10/14/98  
Date