

P98000089029

October 15, 1998

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

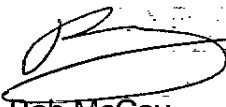
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Dear Ms. McDuffie:

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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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

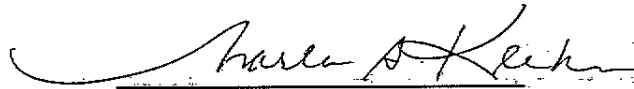
ARTICLE SEVEN

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 14th day of October, 1998.


Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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