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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : ACE INDUSTRIES, INC.

Account Number: 070744001530 Phone: (305)358-2571

Fax Number : (305)358-7832

98 DEC 15 MIN: 5

FLORIDA PROFIT CORPORATION OR P.A.

ADVENTURENET, INC.

ADVENTURE - NET, INC.

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Page 1 of 2

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation: ADVENTURE-NET, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Address of Corporation: 492-36 LAKEVIEW DRIVE

PALM HARBOR, FL. 34683

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500.000, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: LINDA L. POEKERT

REGISTERED OFFICE: 492-36 LAKEVIEW DRIVE

PALM HARBOR, FL 34683

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

12 / 15 / 98 Date

Signature of Registered Agent

Buda L. Palent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED). First listed is President, second is Vice President, then Secretary/Treasurer.

- 1. STEVEN T. POEKERT, P.O. BOX 2323, PALM HARBOR, FL. 34682-2323
- LINDA L. POEKERT, P.O. BOX 2323, PALM HARBOR, FL 34682-2323
- LINDA L. POEKERT, P.O. BOX 2323, PALM HARBOR, FL 34682-2323

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

LINDA L. POEKERT

P.O. BOX 2323

PALM HARBOR, FL 34682-2323

In witness whereof, I have subscribed my name:

Signature of Incorporator

Sinda L. Belent

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571