

P99000010694

TRANSMITTAL LETTER

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

SUBJECT: Online City Guides, Inc.

Please find enclosed an original and one(1) copy of the Articles of Incorporation and a check for \$70 for filing fees.

FROM: Kevin Ossip
11058 Seaport Lane
Boca Raton, FL 33428

Tel: (561)477-7358

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/3/99

ARTICLES OF INCORPORATION
of
Online City Guides, Inc.

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

- Article 1.** The name of the Corporation shall be:
Online City Guides, Inc.
- Article 2.** The principle place of business and mailing address of this corporation shall be:
11058 Seaport Lane
Boca Raton, Florida 33428
- Article 3.** The corporation is authorized to issue one class of stock, that stock being 1,000 shares of no par value common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.
- Article 4.** The name and Florida street address of the corporation's initial registered agent is:
Kevin Ossip
11058 Seaport Lane
Boca Raton, Florida 33428
- Article 5.** The name and address of the incorporator to these Articles of Incorporation are:
Kevin Ossip
11058 Seaport Lane
Boca Raton, Florida 33428
- Article 6.** No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

1/28/99
Date

Kevin Ossip
Signature of Incorporator

KEVIN OSSIP
Name of Incorporator

Having being named as the 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.

1/28/99
Date

Kevin Ossip
Signature of Registered Agent

KEVIN OSSIP
Name of Registered Agent

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