

P99000015915



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 137144 7146642

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

ORDER DATE : February 17, 1999

ORDER TIME : 9:53 AM

ORDER NO. : 137144-005

500002777765--0

CUSTOMER NO: 7146642

CUSTOMER: Michael D. Harris, Esq
MICHAEL HARRIS, P.A.
MICHAEL HARRIS, P.A.
Suite 550
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ATTORNEYS ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

509
W99-4039

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 17 PM 12:23

RECEIVED
FEB 17 AM 10:42
THE UNITED STATES
CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 17 PM 12:23

February 17, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ATTORNEYS ONLINE, INC.
Ref. Number: W99000004039

RESUBMIT

Please give original
submission date as file date.

We have received your document for ATTORNEYS ONLINE, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 699A00007188

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB 17 PM 4:37

EFFECTIVE DATE

2/15/99

ARTICLES OF INCORPORATION
OF
ATTORNEYS ONLINE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 17 PM 12:23

Article I - Name

The name of this corporation (the "Company") is Attorneys Online, Inc.

Article II - Principal Address

The principal address of the Company is: 186 P.C.N.A. Parkway, Lake Helen, Florida 32744-0280.

Article III - Commencement

The Company shall commence on the date of execution and acknowledgement of these Articles.

Article IV - Duration

The Company shall exist perpetually, unless sooner dissolved according to law.

Article V - Purpose

The Company is organized for the purpose of transacting any or all lawful business.

Article VI - Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 10,000 shares of common stock, no par value.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of the Company is 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is Michael D. Harris, 1645 Palm Beach Lakes Boulevard, Suite 550, West Palm Beach, Florida 33401.

Article VIII - Initial Board of Directors

The Company shall have a Board of Directors (the "Board") consisting of between two and nine directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

Article IX - Incorporator

The name and address of the person signing these articles is:

Beth J. Harris
1645 Palm Beach Lakes Boulevard, Suite 550
West Palm Beach, Florida 33401.

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board and the shareholders.

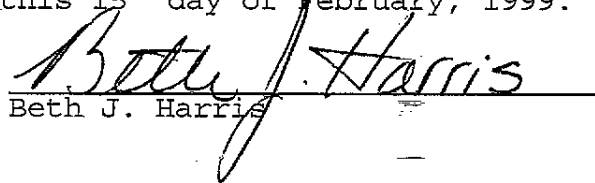
Article XI - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Company shall indemnify its officers and directors and former officers and directors (the "Indemnitee(s)") against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Company. Notwithstanding the indemnification provided for by this Article XI, the Company's bylaws, or any written agreement, such indemnity shall not include any expenses, liabilities or losses incurred by such Indemnitee(s) relating to or arising from any proceeding in which the Company asserts a direct claim (as opposed to a shareholders' derivative action) against the Indemnitee(s), whether such claim by the Company is termed a complaint, counterclaim, crossclaim, third-party complaint or otherwise.

Article, XII - Amendment

The Company reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15th day of February, 1999.

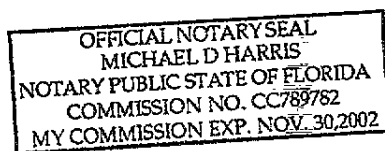

Beth J. Harris

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Beth J. Harris, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 15th day of February, 1999.


My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT - ATTORNEYS ONLINE, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
LAKE HELEN, STATE OF FLORIDA, HAS NAMED Michael D. Harris
LOCATED AT 1645 Palm Beach Lakes Boulevard, Suite 550
CITY OF West Palm Beach, Florida 33401.

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE:

Beth J. Harris
Beth J. Harris

TITLE: Incorporator

DATE: February 15, 1999

99 FEB 17 PM 12:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

Michael D. Harris
Michael D. Harris, Registered Agent

DATE: February 15, 1999