

P99000028744

February 18, 1999

Barry Engel  
1250 South Highway 17-92  
Suite #120  
Longwood, FL 32750

407/ 830-5835

Bureau of Corporation Records  
Charter Division  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400002796634--6  
-03/05/99--01115--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


RE: Corporate Charter  
**AMERICA.COM, INC.**

**EFFECTIVE DATE**  
3-25-99

The enclosed check is for: \$78.75

FILED  
99 MAR 30 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return all documents to the above address.  
Thank you.

  
Elaine C. Becker

B. BROCK MAR 30 1999

W990005986  
20625



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 11, 1999

BARRY ENGEL  
1250 SOUTH HIGHWAY 17-92  
SUITE #120  
LONGWOOD, FL 32750

SUBJECT: AMERICA.COM, INC.  
Ref. Number: W99000005986

We have received your document for AMERICA.COM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Barbara Brock  
Document Specialist

Letter Number: 199A00011727

**ARTICLES OF INCORPORATION  
OF  
AMERICA.COM, INC.**

The undersigned, for the purposes of forming a corporation under the Florida general Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE  
NAME**

**EFFECTIVE DATE**  
3.25.99

The name of the corporation is *America.Com, Inc.*

**ARTICLE TWO  
DURATION**

This corporation shall commence existence as of the date of execution of these articles.  
The term of existence shall be perpetual.

**ARTICLE THREE  
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with par value of \$1.00 per share.

**FILED**  
**99 MAR 30 AM 8:40**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

**ARTICLE SIX  
RESTRICTION OF TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of  $\frac{3}{4}$  of the outstanding shares of this corporation.

**ARTICLE SEVEN  
REGISTERED OFFICE**

The address of the initial registered office of the corporation is *1250 South Highway 17-92, Suite #120, Longwood, Florida 32750* and the name of the initial registered agent at such address is *Barry Engel*.

**ARTICLE EIGHT  
INITIAL STOCK SUBSCRIPTIONS**

The initial subscriber to the shares of the stock of this corporation and the number of shares to which she has subscribed are as follows;

**Elaine C. Becker**

**1,000 Shares**

**ARTICLE NINE  
MANAGEMENT**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors or officers.

**ARTICLE TEN  
INCORPORATION**

The names and addresses of the incorporators are:

*Elaine C. Becker  
229 Hill Street  
Casselberry, FL 32707*

**ARTICLE ELEVEN  
AMENDMENTS**

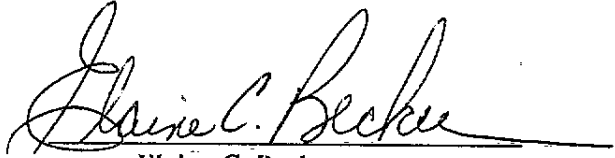
The corporation deserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least  $\frac{3}{4}$  of the shareholders.

**ARTICLE TWELVE  
PRINCIPLE OFFICE ADDRESS**

The mailing address for the principal office:

*Barry Engel  
1250 South Highway 17-92  
Suite #120  
Longwood, FL 32750*

In witness whereof, the undersigned incorporated has executed these Articles of Incorporation  
this 25<sup>th</sup> day of MARCH 1999.

  
Elaine C. Becker

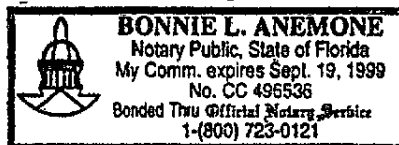
STATE OF FLORIDA  
COUNTY OF SEMINOLE

I hereby certify that on this day, before me, an officer dully qualified to take  
acknowledgements, personally appeared to me *Elaine C. Becker* known to be the person  
described in and who executed foregoing and acknowledged before me that she executed the  
same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this 25  
day of March 1999,


  
Notary Public

My commission expires:



ACCEPTANCE

I agree as registered agent to accept service of process; To keep an office open during prescribed hours; To post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

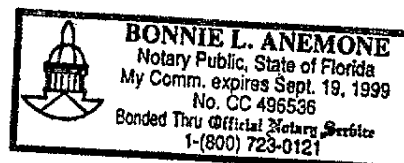
  
Barry Engel

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I hereby certify that on this date, before me, an officer duly qualified to take acknowledgements, personally appeared to me *Barry Engel* known to be the person described in and who executed foregoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is 25  
day of March 1999.

  
Notary Public  
My commission expires:



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this date, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with chapter 48.091, Florida statutes:

Corporation organizing under the laws of the state of Florida with its principal office located at *1250 Highway 17-92, Suite #120, Longwood, Fl 32750* has named *Barry Engel* it's agent to accept service of process within the state.

FILED  
99 MAR 30 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA