

P99000033821

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002834865--9
-04/09/99-01071--001
*****87.50 *****87.50

SUBJECT: TelephoneOrder.com, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

 \$70.00
Filing Fee

 \$78.75
Filing Fee
& Certificate

 \$78.75*
Filing Fee
& Certified Copy

 X \$87.50*
Filing Fee,
Certified Copy
& Certificate

***ADDITIONAL COPY REQUIRED**

FROM: Kevin W. Dornan, Esq.
Name (Printed or typed)

700 The Boardwalk, Suite 721
Address

Ponte Vedra, FL 32082-6261
City, State & Zip

904-680-2300 ext. 128
Daytime Telephone number

FILED
99 APR -9 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Dmc
4/13/99

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: **TelephoneOrder.com, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**700 The Boardwalk, Suite 721
Ponte Vedra, Florida 32082-6261**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**75,000,000 Common Shares
10,000,000 Preferred Shares**

The Board of Directors is authorized to determine the preferences, limitations, and relative rights of each class of shares before such shares are issued.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**KEVIN W. DORNAN, Esq.
700 The Boardwalk, Suite 721
Ponte Vedra, Florida 32082-6261**

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

**KEVIN W. DORNAN, ESQ.
700 The Boardwalk, Suite 721
Ponte Vedra, Florida 32082-6261**

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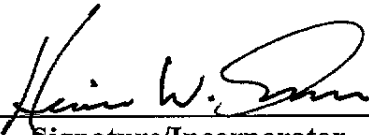
ARTICLE VI INITIAL DIRECTOR

The name and address of the initial director of the Corporation are:

Kevin W. Dornan
700 The Boardwalk, Suite 721
Ponte Vedra, Florida 32082-6261

ARTICLE VII GENERAL PURPOSE OF THE CORPORATION

The general purpose of the Corporation is to conduct any lawful business.



Signature/Incorporator



Date

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/Registered Agent



Date