

P 990000041235

April 29, 1999

VIA OVERNIGHT MAIL

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

000002861190--3
-05/03/99--01145--005
*****78.75 *****78.75

RE: MVP Online, Inc.

Dear Sir/Madam:

Enclosed please find the executed original of the Articles of Incorporation as filed on MVP Online, Inc. Additionally enclosed is the corporation filing fee of \$78.75.

Please forward the certificate to the address listed below.

Should you have any questions, you may contact me directly.

Sincerely,


Holly Smith
Legal Assistant

/hs

(w/enclosure)

CAVE
AUTHORIZATION BY PHONE TO
CORRECT K/A acceptance
DATE 5/6/99
DOC. EXAM hmm

FILED
99 MAY -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MVP ONLINE, INC.

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

Charles E. Scarlett

ARTICLE I

The name of the corporation shall be: MVP Online, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 980 North Federal Hwy., Suite 210, Boca Raton, FL 33432.

ARTICLE III

The initial Board of Directors shall have three (3) members whose names and addresses are as follows:

Marshall T. Leeds
980 N. Federal Hwy.
Suite 210
Boca Raton, FL 33432

Gregg S. Glaser
980 N. Federal Hwy.
Suite 210
Boca Raton, FL 33432

Joel E. Marks
1117 Perimeter Center West
Suite 500 East
Atlanta, GA 30338

ARTICLE IV

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

1,000,000 at a par value of (\$.001) per share

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TALLAHASSEE, FLORIDA

ARTICLE V

The name and address of the initial registered agent is:

Charles E. Scarlett
980 North Federal Highway
Suite 210
Boca Raton, Florida 33432

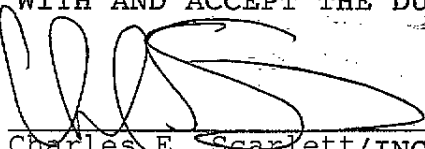
ARTICLE VI

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

Charles E. Scarlett
980 N. Federal Hwy.
Suite 210
Boca Raton, FL 33432

The undersigned incorporator has executed these Articles of Incorporation this 28th day of April, 1999.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT.


Charles E. Scarlett/INCORPORATOR/REGISTERED AGENT

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TALLAHASSEE, FLORIDA