

National Church Management Services

5824 Bee Ridge Road, Suite 169

Sarasota, Florida 34233

Phone (813) 365-8115

Fax (813) 377-1165

April 30, 1999

P 99 000043251
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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-05/10/99--01132--005
****122.50 *****78.75

Greetings:

Please receive this filing of Articles of Incorporation for registering and certifying. This is a new computer service Sarasota area. This will be a for profit corporation.

Enclosed is their check for the filing fee of \$122.50.

Please return the certified copy with assigned document number to me at the address printed at the top of this letter.

Thank you for your usual efficient and courteous treatment every time I call your office.

Sincerely,



Donald W. Struble, MBA
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHLOSEN MAY 12 1999

**ARTICLES OF INCORPORATION
OF**

LionsNet.com, Inc.

(a for profit corporation)

We, the undersigned, natural persons competent to contract, do acknowledge and file in the office of the Secretary of the State of Florida, for the purpose of forming a corporation in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE 1

Name

- 1.1) The name of the Corporation is: LionsNet.com, Inc.

ARTICLE 2

Address

- 2.1) The principal office is: 4460 Northgate Court, Sarasota, Florida 34234

ARTICLE 3

Term of Existence

- 3.1) This corporation is to exist perpetually.

ARTICLE 4

Capital Stock

- 4.1) The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE 5

Initial Capital

- 5.1) The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE 6

Purposes and Powers

- 6.1) Purposes. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The purposes for which the corporation is formed are as follows:

- A. To create and construct Internet Web sites for churches, ministries, counseling centers, individuals, and other entities, including the subcontracting for certain services and computer software.
- B. To host and operate Internet Web sites, being responsible for the computer space, telecommunications linking, and electronic services necessary to offer Internet hosting services and space.

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- C. To design, create, and publish academic courses of study in electronic media, including CD-ROM and online on the Internet, but not limited to those methods. This may include the subscribing to or enrolling in courses and tracks of study requiring the use of a computer to facilitate the actual study, the quizzes and examinations, and the development of any required projects, themes, reports or thesis.
- D. To provide high speed electronic connection and computer services in communication with the Internet, to facilitate the interactive creation of the Temperament Analysis Profile, which is copyrighted to Richard and Phyllis Arno. This is an online service to authorized individuals and entities defined in separate agreements, for the real time production of Temperament Analysis Profiles on the Internet.
- E. To program and facilitate the clinical process of individual counseling via the Internet, using processes which include but not limited to the processing of the Temperament Analysis Profile, credit card financial transactions, secure Web server systems, encrypted digital communication, voice response systems, and other interactive methods of online communication and e-mail.
- F. To offer and market the services of an Internet Service Provider, by equipping one or more physical locations with computer equipment designed and programmed to handle online transactions and communication between subscribers and Internet Web locations and connections. This service shall provide resident e-mail service, web sites, and many online services and commercial enterprises which would be appropriate for our members, subscribers, and clients.
- G. To operate a company store or membership purchasing system, as a subcontract with others suppliers, as joint ventures with other entities of similar purpose, and in association with national marketing systems, including but not limited to mail order shopping, catalog purchasing, Internet commerce, and direct person to person vending.
- H. To acquire, either by deed, gift or purchase, any real estate or personal property to be held in trust for the benefit of the Corporation and its stated purposes, and to occupy, use or consume such property.
- I. To mortgage, sell, or otherwise encumber any such property when such action is deemed to be in the best interests of the Corporation as defined in its stated purpose.
- J. To purchase, acquire, through the issuance of its capital stock or otherwise, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate, collect rents, and generally deal in any and all lands, buildings, equipment, products or services, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated.
- K. To apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, own, use, develop, operate, and introduce, and to sell, assign, grant licenses or use rights in respect to any copyrights, trade marks, brands, labels, patent rights, or letters patent of the United States, or of any other country or government, or any inventions, improvements, and processes, whether used in connection with or secured under letters patent or otherwise.
- L. To join or consolidate with, and to enter into agreements and cooperative relations not in contravention of law with, any persons, firms, associations, or corporations, governmental, municipal, or otherwise, in connection with carrying out all or any of the purposes of this corporation.

- M. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store, or other facility.
- N. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objectives, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

6.2) Powers. To accomplish the foregoing purposes, the Corporation shall have and may exercise any and all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued.

ARTICLE 7

Subscribers

7.1) Subscribers. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Patrick Cartner	4917 20th Street Court, E Bradenton, Florida 34203	180
Donald W. Struble	1910 Rolling Green Circle Sarasota, Florida 34240	120
Richard G. Arno	4470 Northgate Court Sarasota, Florida 34234	100
Phyllis J. Arno	888 Blvd. Of The Arts, #1404 Sarasota, Florida 34236	100

ARTICLE 8

Data Respecting Directors

8.1) The affairs and property of the Corporation shall be managed and governed by a Board of Directors of not less than three (3) persons.

8.2) The names and addresses of the persons to serve as the initial directors shall be:

Patrick Cartner	4917 20th Street Court, E Bradenton, Florida 34203
Donald W. Struble	1910 Rolling Green Circle Sarasota, Florida 34240
Richard G. Arno	4470 Northgate Court Sarasota, Florida 34234
Phyllis J. Arno	888 Blvd. Of The Arts, #1404 Sarasota, Florida 34236

ARTICLE 9

Officers

9.1) The names of the officers who shall serve until the first election are as follows:

Patrick Cartner, President and CTO

Donald W. Struble, Executive Vice President and CEO

Phyllis J. Arno, Vice President and Secretary

Richard G. Arno, Treasurer

Other officers may be elected by the Board of Directors as provided by the Bylaws.

ARTICLE 10

Bylaws

10.1) The Bylaws of the Corporation may be altered, amended or rescinded in the following manner:

By vote of a majority of the members of the Board of Directors at a meeting called for such purposes.

ARTICLE 11

Amendments

11.1) These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 12

Registered Agent

12.1) The below named incorporators, desiring to organize this corporation under the laws of the State of Florida, do hereby designate and appoint Donald W. Struble as the Registered Agent of this corporation, to accept service of process and to serve in such capacity until his successor is selected and duly designated. His address of record is 4460 Northgate Court, Sarasota, Florida 34234.

IN WITNESS WHEREOF, the undersigned hereunto set their hands and seals this

30th day of April, 1999.

Signed and sealed:

Patrick Cartner (SEAL)
Donald W. Struble (SEAL)
Phyllis J. Arno (SEAL)
Richard G. Arno (SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LionsNet.com, Inc. at the place designated in the Articles of Incorporation, I, Donald W. Struble, of 4460 Northgate Court, Sarasota, Florida 34234, agree to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open such office.

This 30th day of April, 1999.

Donald W. Struble (SEAL)

STATE OF FLORIDA)
) SS
COUNTY OF SARASOTA)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared

Patrick Cartner, Donald W. Struble, Richard G. Arno and Phyllis J. Arno
to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, provided FLORIDA DL as identification and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 30 day of

April, 19 99.

Normand J. Fugere
Notary Public

My Commission Expires:



NORMAND J FUGERE
My Commission CC562928
Expires Jun. 18, 2000