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June 21, 1999

OVERNIGHT COURIER

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-06/22/99-01043-014
*****78.75 *****78.75

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

Re: Internet Coast Corporation

Dear Sir/Madam:


Enclosed are Articles of Incorporation and Certificate Designating Registered Agent for filing with the Secretary of State, along with a check in the amount of \$78.75 to cover the filing fee and certified copy cost.

Please return the certified copy to the undersigned.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP


Gail Heidenreich
Legal Assistant

FILED
99 JUN 22 PM 6:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures
cc: Jay R. Faeges, Esq.

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D. BROWN JUN 23 1999

**ARTICLES OF INCORPORATION
OF
INTERNET COAST CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of the corporation is Internet Coast Corporation. The principal address of the corporation is 1900 N.W. Corporation Blvd., Suite 400 East, Boca Raton, FL 33431.

**ARTICLE II
Duration**

This corporation shall have a perpetual existence.

**ARTICLE III
Purpose**

This corporation is formed to engage in any and all lawful purposes which a corporation may be formed under Florida law.

**ARTICLE IV
Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares of common stock at one cent (\$.01) par value. The holders of shares of common stock shall be entitled to one vote for each such share of stock upon all matters presented to the shareholders.

**ARTICLE V
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1900 N.W. Corporation Blvd., Suite 400 East, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation is Jeffrey A. Kline, whose business office is identical to that of the Registered Office.

ARTICLE VI
Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation are:

Jeffrey A. Kline
1900 N.W. Corporation Blvd.
Suite 400 East
Boca Raton, FL 33431

ARTICLE VII
Incorporators

The name and address of the person signing these Articles are:

2700 Erieview Corp.
by Jay R. Faeges, Assistant Secretary
100 Erieview Plaza, 27th Floor
Cleveland, Ohio 44114

ARTICLE VIII
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX
Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses of liabilities incurred in defending a civil or criminal proceeding, or other matters

referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amount paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X Amendment

This corporation 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 shareholder(s) is subject to this reservation.

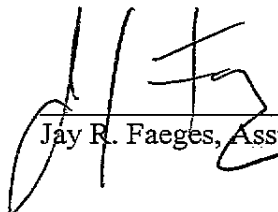
ARTICLE XI Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of June, 1999.

2700 Erieview Corp., Incorporator

By:

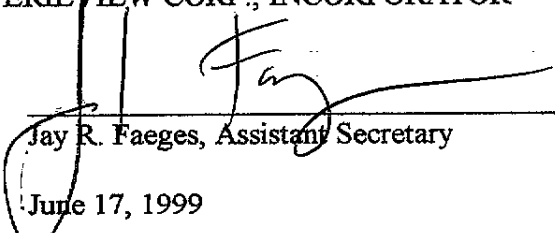

Jay R. Faeges, Assistant Secretary

**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 Florida statutes, Section 48.091, Internet Coast Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1900 N.W. Corporation Blvd., Suite 400 East, Boca Raton, FL 33431, named Jeffrey A. Kline, located at 1900 N.W. Corporation Blvd., Suite 400 East, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

2700 ERIEVIEW CORP., INCORPORATOR

BY:


Jay R. Faeges, Assistant Secretary

Date: June 17, 1999

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 provisions of all statutes relative to the proper and complete performance of my duties.


Jeffrey A. Kline,
REGISTERED AGENT

Date: 6-18-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA