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LAW OFFICE OF
DANIEL F. MARTINEZ, II, P.A.
ATTORNEY AT LAW

TEL: (813) 870-1180
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4144 N. ARMENIA AVENUE
SUITE 300
TAMPA, FLORIDA 33607

June 17, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for Internet Prime, Inc.

300002910483--0
-06/21/99--01096--013
****122.50 *****78.75

To the Reader:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please file these documents in your usual manner.

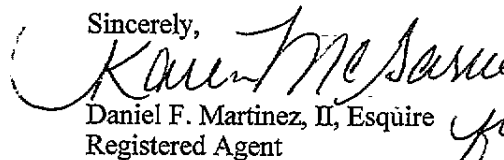
Additionally, please provide the undersigned with a certified copy of these Articles.

A check in the amount of **One Hundred Twenty-two and 50/100 Dollars (\$122.50)** is enclosed. This represents payment of fees for the following:

- Articles of Incorporation	\$ 35.00
- Designation of and Acceptance by A Registered Agent	35.00
- Certified Copy of Articles of Incorporation	<u>52.50</u>
TOTAL	\$ 122.50

Thank you for your attention in this matter.

Sincerely,


Daniel F. Martinez, II, Esquire
Registered Agent
Florida Bar No. 438405
4144 N. Armenia Avenue, Suite 300
Tampa, Florida 33607
(813) 870-1180

FILED
99 JUN 21 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DFM/kmm
Enclosures

T BROWN JUN 24 1999

ARTICLES OF INCORPORATION
OF
INTERNET PRIME, INC.

FILED
99 JUN 21 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida .

ARTICLE I. NAME

The name of the Corporation shall be:

INTERNET PRIME, INC.

The address of the principal office of this Corporation shall be 4265 Highway 98 North, Suite 524, Lakeland, Florida 33809, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 4144 N. Armenia Avenue, Suite 300, Tampa, Florida 33607, and the name of the initial registered agent of the Corporation at that address is Daniel F. Martinez, II, Esquire.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have one director, initially. The name and address of the initial member of the Board of Directors is:

Terry S. Varga, II	4265 Highway 98 North
Director	Suite 524
	Lakeland, Florida 33809

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes, Section 607.0850.

ARTICLE VIII. INCORPORATOR

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

Terry S. Varga, II
4265 Highway 98 North
Suite 524
Lakeland, Florida 33809

ARTICLE IX - BYLAWS


The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence

shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 7, 1999.



TERRY S. VARGA, II
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, **DANIEL F. MARTINEZ, II, ESQUIRE** having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the appointment of the position of Registered Agent under section 607.0505, Florida Statutes. Further, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



DANIEL F. MARTINEZ, II, ESQUIRE
Registered Agent

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99 JUN 21 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA