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OF COUNSEL
WILLIAM H. FLEECE**
**COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

June 18, 1999

300002912963--9
-06/23/99-01034-009
*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 33214

FILED
99 JUN 23 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: PNP.COM, INC.

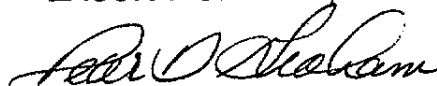
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for PNP.COM, INC. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$78.75 to cover the filing and certified copy fees.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

PDG/so
Enclosures

T BROWN JUN 25 1999

**ARTICLES OF INCORPORATION
OF
PNP.COM, INC.**

FILED
99 JUN 23 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is PNP.COM, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is 5200 Central Avenue, St. Petersburg, FL 33707, the mailing address is P.O. Box 14409, St. Petersburg, FL 33733, and the name of the initial registered agent of this corporation at that address is PETER D. GRAHAM, ESQ.

ARTICLE V

This corporation shall have one (1) director initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The name and address of the initial director of this corporation is:

PETER D. GRAHAM, ESQ.
5200 Central Avenue
St. Petersburg, FL 33707

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation are:

PETER D. GRAHAM, ESQ.
5200 Central Avenue
St. Petersburg, FL 33707

ARTICLE VII

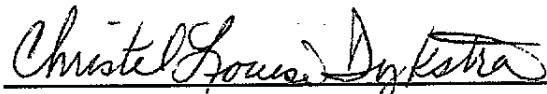
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 18 day of JUNE, 1999.

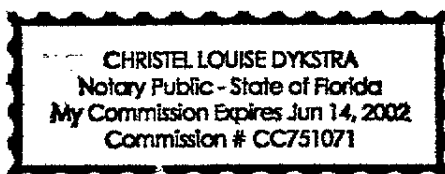

PETER D. GRAHAM

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of June, 1999, by PETER D. GRAHAM, who is personally known to me or who produced _____ as identification.


Notary Public

My commission expires:



TYPED/PRINTED NAME OF NOTARY

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity.


PETER D. GRAHAM