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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

NATIONWIDE LAWYERS ONLINE, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
NATIONWIDE LAWYERS ONLINE, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: **NATIONWIDE LAWYERS ONLINE, INC.** Its address is 530 Almeria Ave., Coral Gables, FL 33134.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. However, it's initial purpose is that of an attorney referral service.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

THIS INSTRUMENT PREPARED BY: Barbara Araces
Florida Bar #749419
530 Almeria Avenue
Coral Gables, FL 33134
(305) 447-9494

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Article V. PRE-EMPTIVE RIGHTS

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

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation is:

Ramiro A. Areces
530 Almeria Avenue
Coral Gables, Florida 33134

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially who shall serve until his successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Ramiro A. Areces
530 Almeria Avenue
Coral Gables, Florida 33134

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Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President: Ramiro A. Areces
530 Almeria Avenue
Coral Gables, Florida 33134

Vice President: Carlos Weissfisch
14754 SW 113th Street
Miami, Florida 33196

Secretary M. Jorge Areces
7965 SW 135th Street
Miami, Florida 33156

Article IX. INCORPORATORS

The names of the persons signing these Articles of Incorporation are: RAMIRO A. ARECES, CARLOS WEISSFISCH, and M. JORGE ARECES. Their addresses are listed in Article VIII above.

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons, except through inheritance or testamentary disposition, unless first offered to this corporation and then to the remaining shareholders. The price and

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terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29 day of June, 1999.

WITNESS

[Signature]
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]

[Signature]
Ramiro A. Areces
[Signature]
Carlos Weissfisch
[Signature]
M. Jorge Areces

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29 day of June, 1999 by RAMIRO A. ARECES, CARLOS WEISSFISCH, and M. JORGE ARECES, who are personally known to me, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29 day of June, 1999.

My Commission Expires:

[Signature]
NOTARY PUBLIC
State of Florida at Large

NOTARY PUBLIC - STATE OF FLORIDA
SORAYA ZIYAD
COMMISSION # CC834728
EXPIRES 6/28/2003
BONDED THRU ASA 1-888-NOTARY1

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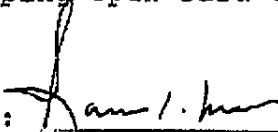
ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that NATIONWIDE LAWYERS ONLINE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, Dade County, State of Florida has named Ramiro A. Areces, located at 530 Almeria Avenue, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
RAMIRO A. ARECES
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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