



THE UNITED STATES
CORPORATION
COMPANY

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99 JUL 22 AM 9:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 315885 152759A

AUTHORIZATION : *Patricia Piggott*

COST LIMIT : \$ 78.75

ORDER DATE : July 22, 1999

ORDER TIME : 3:24 PM

700002939497--3

ORDER NO. : 315885-005

CUSTOMER NO: 152759A

CUSTOMER: Lisa M. Schisler, Legal Asst
JOHN A. NOLD, P.A.
JOHN A. NOLD, P.A.
995 North Collier Boulevard

Marco Island, FL 33937

DOMESTIC FILING

NAME: LIVEREPLAY.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 22 PM 4:35

RECEIVED

PH 7/22/99

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIVEREPLAY.COM, INC.

ARTICLE I - NAME

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

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida, including but not limited to ownership of real estate and operation of a Internet service business and all activities incidental and relating thereto.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 995 N. Collier Boulevard, Marco Island, County of Collier, State of Florida, and the initial registered agent of this corporation at such office shall be John A. Nold, who upon accepting this designation agrees to comply with the provisions of Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office of this corporation is 355 Henderson Court, Marco Island, Florida 34145.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the


number of directors be less than one nor more than five. The names and addresses of the directors consisting of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Rick Murphy	155 Henderson Court, Marco Island, FL 34145
Thomas Murphy	155 Henderson Court, Marco Island, FL 34145

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John A. Nold	995 North Collier Boulevard, Marco Island, Florida 34145



John A. Nold, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation of LIVEREPLAY.COM, INC., acknowledged before me, an officer authorized to administer oaths and take acknowledgments, this 19th day of July, 1999, by John A. Nold, personally known to me, as Incorporator.



My Commission Expires:



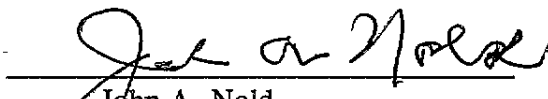
Notary Public

BETH L. MURPHY
Notary Printed Name

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LIVEREPLAY.COM, INC., at the place designated in the Articles of Incorporation, John A. Nold agrees to act in this capacity, and agrees to comply with the provisions of Florida Statutes relative to keeping open such office.

Dated: July 19, 1999.



John A. Nold