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PROFESSIONAL ASSOCIATION
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798 SOUTH FEDERAL HIGHWAY
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BOCA RATON, FLORIDA 33429-9974

TELEPHONE: 561/395-1000
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August 18, 1999

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Our File No: 99-22270
Incorporation of Love on Line, Inc.

Gentlemen:

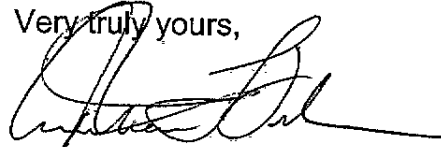
Enclosed please find two (2) originally signed Articles of Incorporation of Love On Line, Inc., together with a check in the amount of Eighty-Seven and 75/100 (\$87.75) Dollars, representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00
Certified Copy of Filing	\$ 8.75

Please forward a copy of the filed Articles of Incorporation to my attention. A self-addressed envelope is enclosed for your convenience.

Please do not hesitate to contact me at (561) 395-1000 should you have any questions regarding the enclosed documents.

Very truly yours,



Anne Marie La Ferla
Legal Assistant

Enclosures

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8/22/99
JPM

W-19489

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-08/20/99-01063-022

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ARTICLES OF INCORPORATION

OF

LOVE ON LINE, INC.

ARTICLE 1

NAME

The name of this Corporation is LOVE ON LINE, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 33 S.E. 4th Street, Suite 100, Boca Raton, Florida 33432.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 33 S.E. 4th Street, Suite 100, Boca Raton, Florida 33432.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Ten Thousand (10,000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is be 33 S.E. 4th Street, Suite 100, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Jeffrey T. Halvorsen.

ARTICLE 7

INCORPORATOR

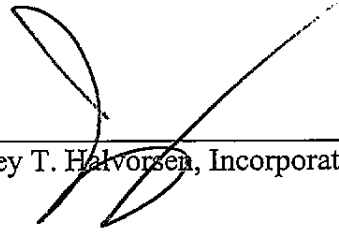
The name and address of the person signing these Articles of Incorporation, the Incorporator, is Jeffrey T. Halvorsen, 33 S.E. 4th Street, Suite 100, Boca Raton, Florida 33432.

ARTICLE 8

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator, for the purposes of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 13th day of August, 1999.



Jeffrey T. Halvorsen, Incorporator

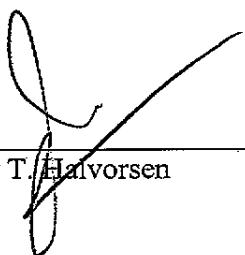
CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
LOVE ON LINE, INC.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Love On Line, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Jeffrey T. Halvorsen, located at 33 S.E. 4th Street, Suite 100, Boca Raton, Florida 33432, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

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 the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.



Jeffrey T. Halvorsen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA