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Edward Casoria, Jr.
Attorney at Law

2153 Lee Road, Winter Park, Florida 32789
(407) 629-9411

August 23, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Incorporation of CATHOLIC WEB.COM, INC.

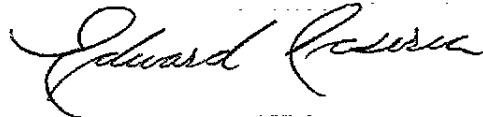
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent for the above corporation and a check in the amount of \$122.50 to cover the filing fees.

Please furnish me with the assigned charter number at your earliest convenience and a certified copy of the Articles of Incorporation..

Your assistance in this matter is appreciated.

Sincerely yours,



Edward Casoria, Jr.

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****122.50 *****78.75

EC/hb
Enclosures

99 AUG 25 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Facsimile (407) 645-3224
Email EdCasoria@abanet.org

TS 8/30/99

ARTICLES OF INCORPORATION

OF

CATHOLIC WEB.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CATHOLIC WEB.COM, INC., and the principal office or mailing address of the corporation is 2000 Alden Road, Orlando, FL 32803.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of .01 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or unissued stock of this corporation, 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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2153 Lee Road, Winter Park, FL 32789, and the name of the initial registered agent of this corporation at that address is Daniel D. Mazar.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of each member of the initial Board of Directors of the corporation are:

Carl Galant
10505 Grand Oak Circle, Austin, TX 78750

Robert Zielke, Jr.,
1256 Alexandra Ct., Orlando, FL 32804

Don Schreiner
2331 River Tree Circle, Sanford, FL 32771

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these articles are:

Diocesan Publications, Inc., 2000 Alden Road, Orlando, FL 32803-1459

ComBiz, Inc., 2331 River Tree Circle, Sanford, FL 32771

ARTICLE IX - INDEMNIFICATION

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

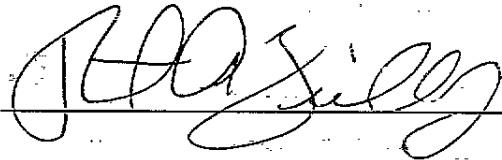
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 5 day of August, 1999.

CompBiz, Inc.
By:

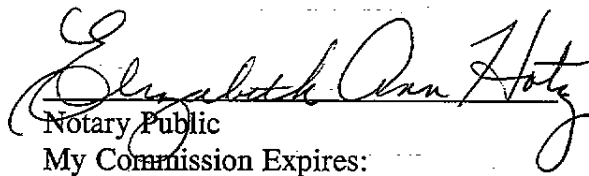
Diocesan Publications, Inc.
By:



STATE OF FLORIDA

COUNTY OF ORANGE

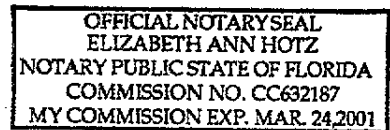
The foregoing instrument was acknowledged before me this 5th day of August, 1999, by Robert Zielke, Jr., Vice-President of Diocesan Publications, Inc., who is personally known to me or who has produced Florida driver's license as identification.



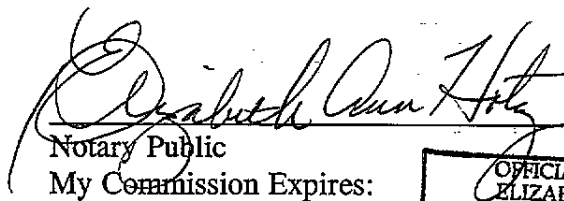
Notary Public
My Commission Expires:

STATE OF FLORIDA

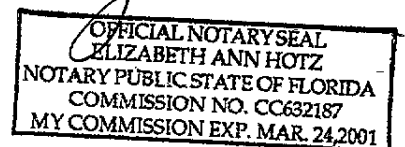
COUNTY OF ORANGE



The foregoing instrument was acknowledged before me this 5th day of August, 1999, by Don Schreiner, President of ComBiz, Inc., who is personally known to me or who has produced Florida driver's license as identification.



Notary Public
My Commission Expires:




CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that CATHOLIC WEB.COM, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2331 River Tree Circle, Sanford, FL 32771, has named Daniel D. Mazar, located at 2153 Lee Road, Winter Park, FL 32789, as its agent to accept service of process within Florida.

SECOND, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED: 8/6/99



Daniel D. Mazar
Registered Agent

99 AUG 25 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED