

PartnersAmerica.com, Inc.

3040 Lake Shore Drive, Suite 203
West Palm Beach, FL 33404
561-845-1295

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*****78.75 *****78.75

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION OF
PartnersAmerica.com, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above-captioned corporation.

Kindly prepare a certified copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us.

Please find our check in the amount of \$78.75.

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent Fee	\$35.00

If a charter cannot be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,


Don Zanman

Enclosures

Articles of Incorporation Cover Letter.doc

FILED
99 SEP -3 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 9/10/99

ARTICLES OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: The name of this corporation is:

PartnersAmerica.com, Inc.

ARTICLE II: The principal office and mailing address of the corporation shall be:

3040 Lake Shore Drive, Suite 203
West Palm Beach, FL 33404

ARTICLE III: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV: The corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.

ARTICLE V: The name of the initial registered agent, and the street address of the initial registered office, of the corporation are:

Donald K. Lanman
3040 Lake Shore Drive, Suite 203
West Palm Beach, FL 33404

ARTICLE VI: The number of directors may be increased from time to time as provided in the by-laws of the corporation. The name and address of the initial directors of the corporation are:

~~LANMAN~~
Donald K. Lanman
3040 Lake Shore Drive, Suite 203
West Palm Beach, FL 33404

Barry J. Spiegel
300 E. 75 Street, 29B
New York City, NY 10021

ARTICLE VII: The name and address of the incorporator of the corporation

Donald K. Lanman
3040 Lake Shore Drive, Suite 203
West Palm Beach, FL 33404

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII: The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31 day of August



Incorporator/Registered Agent

STATE OF FLORIDA)
COUNTY OF ~~DADE~~ Palm Beach

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

Before me, notary public authorized to take acknowledgements in the State and County seat above, personally appeared 1, personally known to me and who did (did not) take an oath.

Donald Kenneth Lanman

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official, in the State and County aforesaid, this 31 day of August



CINDY MONK
COMMISSION # CC734985
EXPIRES JUN 28, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA



NOTARY PUBLIC
STATE OF FLORIDA

FILED
99 SEP -3 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA