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

300002984643--0 -09/13/99--01040--008 *****78,75 *****78,75

SUBJECT:	CALIFORNIA	EXPERIENCE	INC.
	(Proposed corporate name - must include suffix)		

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00

\$78.75

Filing Fee

Filing Fee

& Certificate of Status

\$78.75

\$87.50

Filing Fee

Filing Fcc,

& Certified Copy

Certified Copy & Certificate of

Status

ADDITIONAL COPY REQUIRED

FROM:	MICHAEL STEUEN PUSSELL	
	Name (Printed or typed)	

8(3 - 990 - 907)

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

CALIFORNIA EXPERIENCE, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Busine Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be:

CALIFORNIA EXPERIENCE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4711 WEST WATERS AVENUE, #410 TAMPA, FLORIDA 33614

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1,000) SHARES AT ONE DOLLAR (\$1.00) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MICHAEL STEVEN RUSSELL 4711 WEST WATERS AVENUE, #410 TAMPA, FLORIDA 33614

ARTICLE V - INCORPORATOR(S)

The name(s) and address(s) of the incorporator(s) to these Articles of Incorporation:

MICHAEL STEVEN RUSSELL 4711 WEST WATERS AVENUE, #410 TAMPA, FLORIDA 33614

AND

RONALD J. LOMBARDI 4711 WEST WATERS AVENUE, #410 TAMPA, FLORIDA 33614

ARTICLE VI - BUSINESS PURPOSE

Business purpose: Internet and computer services and any other lawful business in the State of Florida
The undergigned has (beve) executed these Articles of Incorporation this day of
Vielmelt fluoriff
MICHAEL STEVEN KUSSELL
Ren handadi
RÓNALD Í LOMBARDI

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501. Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida

1. The name of the Corporation is: CALIFORNIA EXPERIENCE, INC.

2. The name and address of the registered agent and office is:

MICHAEL STEVEN RUSSELL 4711 WEST WATERS AVENUE, #410 TAMPA, FLORIDA 33614

MICHAEL STEVEN RUSSELL

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL THE STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY, POSTRONS AS REGISTERED AGENT.

MICHAEL STEVEN RUSSEVI

39-9-97