

P99000083774

* JOHN F. McGUIRE, ESQ.
ELYSE M. McGUIRE, ESQ.
** JOHN A. SMITTEN, ESQ.
DALE E. WORKMAN, ESQ.

McGUIRE
L A W
OFFICES
A Professional Association

1173 N. E. Cleveland Street
Clearwater, FL 33755
Phone: (727) 446-7659
Fax: (727) 446-0905

GAIL SMITH KRYLA, Paralegal
SHERRIE A. BREWER, Paralegal

* Also licensed in Michigan
** Also licensed in New York

September 15, 1999

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

700002991117--2
-09/20/99--01090--010
****122.50 *****78.75

Re: SCHMOOZE, INC. OF CLEARWATER

To Whom It May Concern:

Enclosed please find my client's Articles of Incorporation and filing fee of \$122.50.
Please return a certified copy of the articles (fee included), using the enclosed envelope.

Thank you for your assistance in this regard.

Very truly yours,


John F. McGuire, Esq.

JFM/gls
Enclosures

FILED
99 SEP 20 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 5/22/99 ✓

**ARTICLES OF INCORPORATION
OF
SCHMOOZE, INC. OF CLEARWATER**

FILED
99 SEP 20 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SCHMOOZE, INC. OF CLEARWATER

The principal place of business of this corporation shall be 1849 Gulf to Bay Boulevard, Clearwater, Florida 33765.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1849 Gulf to Bay Boulevard, Clearwater, Florida 33765, and the name of the initial registered agent of the corporation at that address is Christopher Gourdine.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

Christopher J. Gourdine
10451 51st Terrace North
St. Petersburg, FL 33750

David T. Gourdine
2154 Bradford Street
Clearwater, FL 34760

IN WITNESS WHEREOF, the undersigned authorized agent of SCHMOOZE, INC. OF CLEARWATER hereunto set his hand and seal of SCHMOOZE, INC. OF CLEARWATER, on this 26th day of August, 1999.

SCHMOOZE, INC. OF CLEARWATER

SCHMOOZE, INC. OF CLEARWATER

By: 

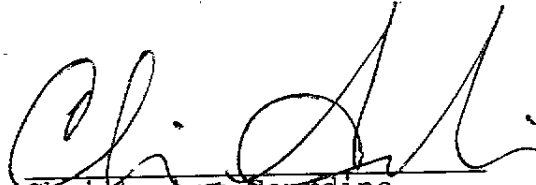
Christopher Gourdine

By: 

David T. Gourdine

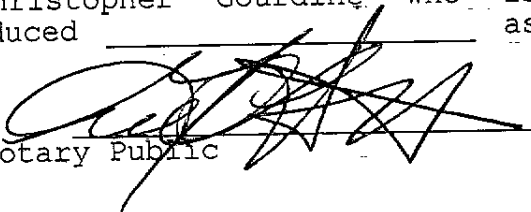
DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE

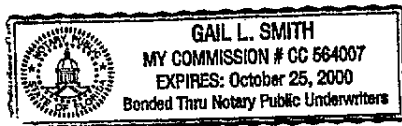
The initial Registered Agent is Christopher Gourdine, 1849
Gulf to Bay Blvd., Clearwater, FL 33765. By his signature below
he hereby accepts.


Christopher Gourdine

STATE OF FLORIDA
COUNTY OF PINELLAS

26th The foregoing instrument was acknowledged before me on this
day of August, 1999 by Christopher Gourdine who is
personally known to me or who produced _____ as
identification.


Notary Public



FILED
99 SEP 20 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA