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TRANSMITTAL LETTER

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

000003007050--2
-10/06/99--01041--009
*****70.00 *****70.00

SUBJECT: USAFAMILY.NET, 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
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Bradley W. Riley
Name (Printed or typed)

250 Turquoise Beach Dr.
Address

Santa Rosa Beach, FL 32459
City, State & Zip

850-654-4357 850-865-7361
Daytime Telephone number

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

FILED
99 OCT -6 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FL 32314

10-11-99

ARTICLES OF INCORPORATION

OF

USAFAMILY.NET, INC.

We the undersigned residents of the State of Florida, being twenty-one (21) years or more of age, do hereby associate ourselves together for the purpose of forming a profit corporation under the Florida Business Corporation Act.

ARTICLE I

NAME

The name of the corporation shall be USAFAMILY.NET, INC.

ARTICLE II

PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be 250 Turquoise Beach Drive, Santa Rosa Beach FL 32459-3060.

ARTICLE III

PURPOSE

Said corporation is organized to engage in any lawful act or activity for which corporations may be organized under Chapter 607 and 621 of the Florida Statutes and is organized to provide wholesome internet access to the public. Goals and objectives in support of the purpose will be included in the corporation by-laws.

ARTICLE IV

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is twenty-five thousand shares.

FILED
OCT - 6 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is Eight (8), and the names and address of the persons who are to serve as initial directors are as follows:

Bradley W. Riley	250 Turquoise Beach Drive Santa Rosa Beach, FL 32459-3060
Harry G. Riley	23 New Castle Court Niceville, FL 32578-3933
Mary F. Riley	23 New Castle Court Niceville, FL 32578-3933
Charles A. Marino	3021 E. Estate Drive Oakdale, PA 15071
Mary K. Marino	3021 E. Estate Drive Oakdale, PA 15071
Bryan W. Riley	715 B Beach Drive Destin, FL 32541
Jeffrey M. Vickers	4 Coosa Court Destin, FL 32541
Kimberly G. Vickers	4 Coosa Court Destin, FL 32541

ARTICLE VI

GENERAL OFFICERS

The general officers of the corporation shall be the president, vice-presidents, secretary, and treasurer. The by-laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

ARTICLE VII

MEMBERSHIP REQUIREMENTS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE VIII

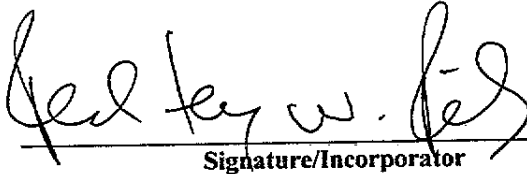
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are Harry G. Riley, 23 New Castle Court, Niceville FL 32578-3933.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Bradley W. Riley, 250 Turquoise Beach Drive, Santa Rosa Beach FL 32459-3060.


Signature/Incorporator

10/5/99
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

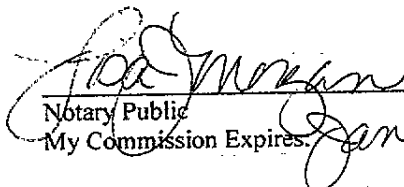

Signature/Registered Agent

10/5/99
Date

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared the above-signed Bradley W. Riley, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.


Notary Public
My Commission Expires Jan 02, 2000



LISA J MORGAN
My Commission CC521904
Expires Jan. 02, 2000