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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State

Division of Corporations

The Capital

Tallahassee, FL 32304

7000003037337--0
-11/08/99-01013-003
*****78.75 *****78.75

SUBJECT: CW ONLINE services, INC

Enclosed please find the original copy of the certificate of incorporation for the above corporation. Also
enclosed is a check in the amount of \$ 78.75

FROM:

Wendy Benedict

930 N.E. 205 Street

Miami, FL 33179

Wendy Benedict

W99-25951

PH 11/19/99 ✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 10, 1999

WENDY BENEDICT
930 NE 205 ST
MIAMI, FL 33179

SUBJECT: CW ONLINE SERVICES, INC.
Ref. Number: W99000025951

We have received your document for CW ONLINE SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 499A00054298

ARTICLES OF INCORPORATION

FILED

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- Profit Corporation -

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation, for profit, does hereby state the following:

FIRST: The name of the corporation shall be:

CW ONLINE Services, INC.

SECOND: The place in the State of Florida where its principal office is to be located is:

930 N.E. 205 street

MIAMI, FL. 33179

(305) 652-2113

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of

Internet services

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

ONE dollar

The number of shares which the corporation is authorized to have outstanding is:

100

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Carla Welcome

930 N.E. 205 street

Miami, Fl. 33179

A. Yolanda Ebanks

311 N.E. 161 st.

Miami, Fl. 33162

SIXTH:

The name and post office address of the initial Registered Agent for the corporation is:

Nendy Benedict

930 N.E. 205 st.

Miami, Fl. 33179

SEVENTH:

The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the

management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of 2 in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

Carla Welcome

930 N.E. 205 st.

Miami, Fl. 33179

Yolanda Ebanks

311 N.E. 161 st.

Miami, Fl. 33162

EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January 1 to December 31 each year.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS
4 day of November, 1999.

Olé Welcome
D. J. Lande (Black)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

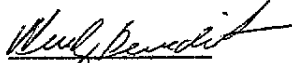
November 15, 1999

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

Subject: CW Online Services, Inc.
Ref. Number: W99000025951

I, Wendy Benedict, am familiar with and accept the duties and responsibilities as Registered Agent of CW Online Services, Inc.

Signed this 15th day of November 1999.



Wendy Benedict