

P99000101711

LARSON & LARSON, P.A.

ATTORNEYS AT LAW
Practicing Domestic & International
Patent Trademark & Copyright Law
Trial and Appellate Litigation

H. WILLIAM LARSON
HERBERT W. LARSON

ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U. S. PATENT AND TRADEMARK
OFFICE. (REG. NO. 21008).

JAMES E. LARSON
REGISTERED TO PRACTICE BEFORE THE
U. S. PATENT AND TRADEMARK OFFICE
(REG. NO. 37867).

11199-69th STREET NORTH
LARGO, FL 33773-5504
727-546-0660
FAX 727-545-1595

BATTAGLIA, ROSS, DICUS & WEIN, P.A.
TRIAL COUNSEL

November 15, 1999

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

700003046597--8
-11/17/99--01009--002
*****70.00 *****70.00

Re: Incorporation of Cities of America.com, Inc.
My File 1085

Dear Madam Secretary:

Enclosed in connection with the above is the Articles of Incorporation and a check for \$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Kindly return all correspondence to the undersigned.

Very truly yours,

LARSON & LARSON, P.A.



H. William Larson

FILED
1999 NOV 17 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

Notice sent for
Correction of
Incorp. Signature

A. Howell NOV 19 1999

FILED

1999 NOV 17 PM 3:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CITIES OF AMERICA.COM, INC.**

1. The name of the corporation is **Cities of America.com, Inc.**

2. The principal place of business and mailing address of the corporation is 1501 South Missouri Ave., Clearwater, FL 33756.

3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000), no par value.

5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.

6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.

7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

8. The name and address of its registered office in the State of Florida is H. William Larson, Esq., Larson & Larson, P.A., 11199 69th Street North, Largo, FL 33773.

9. The name and mailing address of the persons who are to serve as a directors until the first annual meeting of the stockholders or until successors are elected and qualified are:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|------------------|--|
| Kelton G. McCraw | 1501 South Missouri Ave., Clearwater, FL 33756 |

FILED

1999 NOV 17 PM 3:49

W. Joel Ingram

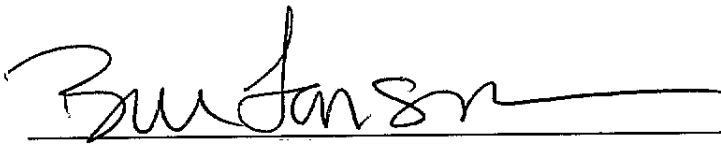
450 Lakeview Dr., Palm Harbor, FL 34683

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. The incorporator is H. William Larson, Esq., Larson & Larson, P.A., 11199 69th Street
North, Largo, FL 33773.

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation
under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation,
certifying that the facts herein stated are true.

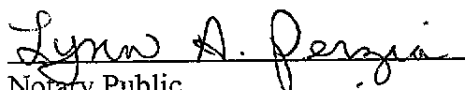
I, **THE UNDERSIGNED**, accept appointment as registered agent for the above named
corporation to be formed and state that I am familiar with and accept the obligations provided for
in § 607.0505 Florida Statutes.



H. William Larson, Registered Agent
& Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this November 15, 1999 by H.
William Larson, who is personally known to me.


Notary Public
LYNN A. PERZIA

Seal:

