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AUTHORIZATION : *Patricia Pigato*

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ORDER DATE : November 29, 1999

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CUSTOMER NO: 123706A

CUSTOMER: David E. Olmsted, Esq.
OLMSTED & WILSON, P.A.
OLMSTED & WILSON, P.A.
Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: FRATERNALSYSTEMS.COM, INC.

EFFECTIVE DATE: -

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 29 PM 1:13

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99 NOV 29 AM 11:25
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

J 11/29/99

99 NOV 29 PM 1:13

**ARTICLES OF INCORPORATION
OF**

FraternalSystems.com, Inc.

ARTICLE I - NAME

The name of this corporation is FraternalSystems.com, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares."

ARTICLE V - PREFERENCE, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1068 Harbour Cape Place, Punta Gorda, FL 33983-6519, and the name of the initial registered agent of this corporation at that address is WILLIAM ANDERS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM ANDERS	1068 Harbour Cape Place Punta Gorda, FL 33983-6519
SHIRLEY M. ANDERS	1068 Harbour Cape Place Punta Gorda, FL 33983-6519

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM ANDERS	1068 Harbour Cape Place Punta Gorda, FL 33983-6519

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all

rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of November, 1999.



William Anders

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

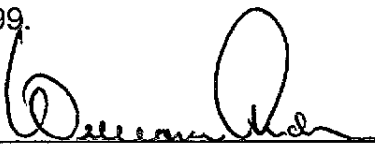
Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

That FraternalSystems.com, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 1068 Harbour Cape Place, Punta Gorda, FL 33983-6519, County of Charlotte, State of Florida, has named WILLIAM ANDERS located at 1068 Harbour Cape Place, Punta Gorda, FL 33983-6519, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 24th day of November, 1999.



William Anders

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