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LAW OFFICES

DET H. JOKS, P.A.

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December 10, 1999

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 *****78.75

RE: Perfectlaw.Com, Inc.

EFFECTIVE DATE
12-10-99

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for Perfectlaw.Com, Inc. together with a check in the sum of \$122.50 representing the filing fee for same. Please process the enclosed articles and forward to us the certificate confirming the incorporation of Perfectlaw.Com, Inc. at the earliest possible time.

Thank you for your cooperation in this matter. Should you have any questions, or need anything further, please do not hesitate to contact this office.

Sincerely,

DET H. JOKS, P.A.



Det H. Joks

DHJ:dj
Enclosure(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-15
100

**ARTICLES OF INCORPORATION
OF
PERFECTLAW.COM, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

EFFECTIVE DATE
12-10-99
ARTICLE I.
Name

The name of this Corporation shall be **PERFECTLAW.COM, INC.**

**ARTICLE II.
Term of Corporate Existence**

This corporation shall commence its existence as of the date of execution and acknowledgment of these Articles. This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III.
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows

- (a) To engage in research and development, sale, import, export, license, distribution, design, manufacture or rental of any product, machine, apparatus, appliance, merchandise, and property of every kind and description, ideas, systems, procedures, and services of any nature. To procure the necessary patents, trademarks and copyrights to protect the manufacture and sale of such equipment and/or ideas.
- (b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.
- (c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.

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TALLAHASSEE, FLORIDA

(d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.

(e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

(f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

(g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things herein before set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE IV

Stock

The authorized capital of this Corporation shall consist of 3,000,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such considerations as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of the stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE V.

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as be without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI.

Address of Registered Office and Registered Agent

The street address of the principal office of this Corporation in the State of Florida shall be 7900 Red Road, Suite 26, South Miami, Florida 33143, and the name of the Registered Agent of this Corporation at the address is Thomas W. Mullen. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branches and other offices within or without the State of Florida.

ARTICLE VII

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

Initial Board of Directors

The names and street addresses of the members of the Board of Directors, which shall hold office until the first annual meeting of the stockholders and thereafter until successors are elected are as follows:

Name

Street Address

Richard Duncan (President)

24 Tamarack Drive
East Greenwich, RI 02818

Thomas W. Mullen (Treasurer) 7900 Red Road, Suite 26
South Miami, Florida 33143

Julius Levine (Secretary) 23 Prince Street
Newton, MA 02465

**ARTICLE IX.
Incorporator**

The name and street address of the incorporator, is as follows:

Name	Street Address
Thomas W. Mullen	7900 Red Road, Suite 26 South Miami, Florida 33143

**ARTICLE X.
Officers**

The Corporation shall have a President, a Secretary and Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE XI.
By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE XII.
Transaction In Which Directors
Or Officers Are Interested**

(a) No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void of voidable solely for this reason, or solely because the Directors or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purposes, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by vote or

consent sufficient for the purpose without counting the votes or consents of such interested directors; or

- (2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
 - (3) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.
- (b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies such a contract or transaction.

ARTICLE XIII

Indemnification of Directors and Officers

(a) The Corporation hereby indemnities any officer or director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground or belief that such action, was unlawful. The determination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interest of the Corporation or that he unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of its being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys fees, actually and reasonable incurred by him in connection with the defense or settlement of such action, or in

connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to the matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(b) Any indemnification under section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground or belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of subsection (a) (1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in subsection (a) (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this section. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and their parties represented in the same action, suit, proceeding by such counsel retained by the corporation, that are for valid reasons objected to in writing by such person, in which case reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this section.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way powers of the Corporation to indemnify under applicable law.

ARTICLE XIV

Financial Information


Unless required by law, the corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file said balance sheet and profit and loss statement in its registered office. This

provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XV.
Amendment

These Articles of incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservoir.

IN WITNESS WHEREOF, the undersigned being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this day 10th day of December, 1999.


Thomas W. Mullen
Corporate Subscriber

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Thomas W. Mullen, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the use and purpose therein set forth and expressed,

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 10th day of December, 1999.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

PERFECTLAW.COM, INC.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

PERFECTLAW.COM, INC., a corporation organized (or organizing) under the laws of the State of Florida with its registered office located at 7900 Red Road, Suite 26, South Miami, Miami-Dade County, Florida 33143, has named Thomas W. Mullen as its agent to accept service of process within the this state.

Officers and Directors:

Richard Duncan
President/Director

Thomas W. Mullen
Treasurer/Director

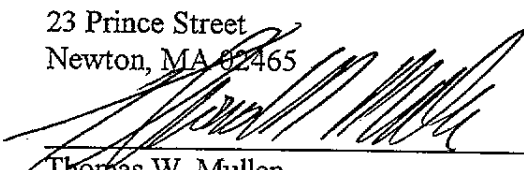
Julius Levine
Secretary/Director

Specific Address:

24 Tamarack Drive
East Greenwich, RI 02818

7900 Red Road, Suite 26
South Miami, Florida 33143

23 Prince Street
Newton, MA 02465



Thomas W. Mullen
Corporate Subscriber

ACCEPTANCE:

I agree as Resident Agent of PERFECTLAW.COM, INC. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.



Thomas W. Mullen