

TRANSMITTAL LETTER

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FILED

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

98 NOV 23 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SENIORWEBNET, INC.
(Proposed corporate name - must include suffix)

200002694332--2
-11/23/98--01136--004
*****78.75 *****78.75

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: James A. Dillon
Name (Printed or typed)

1165 Curlew Rd
Dunedin, FL 34698

City, State & Zip

Daytime Telephone number

P. Hall

DEC - 1 1998

(5)

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

ARTICLES OF INCORPORATION
OF
SENIORWEBNET, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation is a natural person, competent to contract, and hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be SENIORWEBNET, INC.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of retail sales and distribution of computer hardware, software, cameras and associated internet services on the Internet at URL's www.seniorwebnet.com, .net and .org and engage or transact in any or all lawful activities or business opportunities permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a \$.10 par value per share.

JAMES A. DILLON - 51 Shares

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the original registered agent of this Corporation shall be James A. Dillon, and the office location of this Corporation, where the registered agent may be reached is 1165 Curlew Rd., Dunedin, Florida 34698.

ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The name and street addresses of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James A. Dillon	1165 Curlew Rd. Dunedin, FL 34698
Carolyn R. Dillon	1165 Curlew Rd. Dunedin, FL 34698

These persons named as Directors of the Corporation are of full age and residents of the United States.

ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
James A. Dillon President/Secretary/ Treasurer	1165 Curlew Rd. Dunedin, FL 34698
Carolyn R. Dillon Vice President	1165 Curlew Rd. Dunedin, FL 34698

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is James A. Dillon, whose address is 1165 Curlew Rd., Dunedin, FL 34698.

ARTICLE X - BY-LAWS

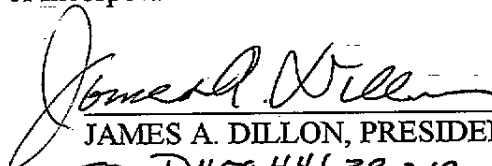
The initial By-Laws of the Corporation shall be adopted by the Board of Directors

at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of this shall be at 1165 Curlew Rd., Dunedin, FL 34698.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 16 day of November, 1998.



JAMES A. DILLON, PRESIDENT
FDL D450 441 392190

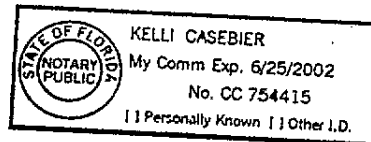
State of Florida)
County of Pinellas)

BEFORE ME, the undersigned authority, personally appeared JAMES A. DILLON, to me well known to be the individual described in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State of named above this 16 day of November, 1998.



NOTARY PUBLIC



My commission Expires:

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

JAMES A. DILLON

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SENIORWEBNET, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Dunedin, County of Pinellas, State of Florida, has named JAMES A. DILLON located at 1165 Curlew Rd., Dunedin, Florida 34698, as its agent to accept service of process within this State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 provisions of said Act relative to keeping open said offices.


JAMES A. DILLON
As Registered Agent