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WILLIAM R. DICKEY

ATTORNEY AT LAW
401 S. Lincoln Ave.
Clearwater, FL 33756
727-393-4660

APRIL 6, 2000

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****125.50 ****78.75

State of Florida
Secretary of State
Corporation Division
Tallahassee, Fl 32304

~~RECEIVED~~
~~04/07/00~~

Re: INDIGO SKYS, INC.

~~****125.50 ****78.75~~

Dear Sirs:

Please find enclosed the original of the Original/copy of the Articles of Incorporation for the new Florida corporation to be known as INDIGO SKYS INC.

We enclose herewith the check for the costs and filing fees associated with the incorporation of said corporation, as well as for the certified copy thereof. (\$122.50)

Thank you for your cooperation and attention with this matter.

Yours very truly,


William R. Dickey, Esq. WRD/dh
Enclosures

FILED
00 APR -7 AM 7:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marcie Marshall
ADDRESSES
DATE 4/18/2000
DOC. EVAL 73

ARTICLES OF INCORPORATION
OF
INDIGO SKYS, INC.

00 APR -7 AM 7:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I. NAME:

The name of this Corporation shall be : INDIGO SKYS, INC.

ARTICLE II. DURATION:

The term for which this Corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE III. PURPOSE :

The major purpose of the corporation shall be: the sale of books and tapes to the public, together with associated services; sale of products and services; to contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, whether secured by mortgage or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects. To guarantee purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations of this state or any other states or governments, and while the owner of such stock, to exercise all the right, powers, privileges of ownership, including the right to vote thereon. To purchase, hold, sell, and transfer shares of its own capital stock provided that it shall not purchase its own shares of capital stock except from the surplus of its assets over its liabilities, including capital; to buy, sell and convey and deal in real property and personal property in this state and in any other state and territory and in foreign countries; and in any manner to acquire, enjoy, utilize and to dispose of patents, copyrights, and trademarks, and any licenses or other rights or interest therein and thereunder. To employ generally agents, whether they are stockholders or officers of this Corporation or otherwise, and to transact any and all business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation; to exercise generally such powers as may be incident to or convenient for any of the purposes or business of the

corporation and to have, exercise and enjoy all the rights and privileges of corporations for profit conferred by the laws of the State of Florida and all amendments thereto. To organize, incorporate, and reorganize subsidiary corporations and joint stock companies and associates for any purpose permitted by law.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the provisions and benefits of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation of such corporation or any amendment thereof. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or reference from the terms of any other clause or paragraph of this Article or of any other Article of these Articles of Incorporation.

ARTICLE IV. OFFICERS, STOCK & PAR VALUE

The initial officers of this corporation are:

PRESIDENT: MARCIE MAYHALL 2194 MAIN ST. DUNEDIN, FL 34698
SEC.-TREAS.: SYLVIE HERRERA 2194 MAIN ST. DUNEDIN, FL 34698

This Corporation is authorized to issue 100 shares of \$1.00 par value per share which shall be designated as common stock.

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT:

The name and address of the initial registered agent and registered office of this corporation shall be:

WILLIAM R. DICKEY
401 S. LINCOLN AVE.
CLEARWATER, FL 33756

ARTICLE VII. INITIAL BOARD OF DIRECTORS:

This corporation shall have no less than one director. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial board of directors of this corporation are:

MARCIE MAYHALL 2194 MAIN ST, DUNEDIN, FL 34698
SILVIE HERRERA 2194 MAIN ST, DUNEDIN, FL 34698

ARTICLE VIII. INCORPORATORS:

The names and addresses of the persons signing these Articles are:

MARCIE MAYHALL 2194 MAIN ST, DUNEDIN, FL 34698
SYLVIE HERRERA 2194 MAIN ST, DUNEDIN, FL 34698

ARTICLE IX. PRINCIPAL PLACE OF BUSINESS:

2194 MAIN STREET, STE. M, DUNEDIN, FLA., 34698

The address of the principal place of business is: &principal-place-business&, with other offices, agencies and branches at such places as may be determined by the Board of Directors.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 21 day of March, 2000.

WITNESSES:

Michelle Kaye Marcie Houston-Mayhall
Janette Johnston Sylvie Herrera
MARCIE MAYHALL, PRES
SYLVIE HERRERA, SEC./TREAS.

STATE OF FLORIDA
COUNTY OF PINELLAS

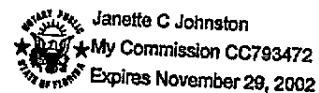
Before me personally appeared and, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they

executed the same freely and voluntarily and for the uses and purposes therein expressed.

March WITNESS my hand and official seal this 27 day of _____, 2000.



Notary Public

My Commission Expires: _____



ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place set forth 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 office.


WILLIAM R. DICKEY
Registered Agent