

AFFORDABLE LEGAL CLINIC, INC.

426 E. Highway 434 • Winter Springs, Florida 32708
Post Office Box 180292 • Casselberry, Florida 32718-0292
Telephone: (407) 327-5297 • Facsimile: (407) 327-8444 • e-mail: rainbow@iag.net

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Secretary of State
Division of Corporations
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-6327

Re: SKYREEL, INC.

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- SKYREEL, INC.

Also enclosed please find our check in the amount of \$70.00. This check includes payment for the following:

Filing fee	\$35
Registered Agent's Designation	<u>35</u>
TOTAL	\$70.00

Please send the duplicates of the Articles of Incorporation and Registered Agent's Certificate to Affordable Legal Clinic, Inc., 426 E. Hwy 434, Winter Springs, Florida 32708.

Your cooperation in this matter is appreciated.

Sincerely,


Thomas A. Binford

FILED
00 JUN 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

TAB:rr

T BROWN JUN 30 2000

ARTICLES OF INCORPORATION
OF
SKYREEL, INC.

FILED
00 JUN 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME.

The name of the Corporation is SKYREEL, INC.

ARTICLE II. DURATION.

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE.

This Corporation is organized to transact and carry on 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 1,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V. MANAGEMENT.

A. Pursuant to the provisions of Section 607.111, Florida Statutes, as the same exists upon the adoption of these Articles of Incorporation, the business of this Corporation may be managed by the shareholders of the Corporation, rather than by a Board of Directors.

B. Should the shareholders of the Corporation so elect, they may by resolution and bylaw establish a Board of Directors to manage the business of this Corporation. In such event, the shareholders shall prescribe the duties, functions and methods of operation of such Board of Directors with particularity and in appropriate bylaws.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT.

The street address and mailing address of the initial registered agent of this Corporation is 1924 Saxon Blvd., Deltona, Florida 32725. The principal street address of the Corporation is 1924 Saxon Blvd., Deltona, Florida 32725. The principal mailing address of the Corporation is 1924 Saxon Blvd., Deltona, Florida 32725. The name and address of the initial registered agent of this Corporation is James M. Brown Jr., 1924 Saxon Blvd., Deltona, Florida

32725.

ARTICLE VII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is:
James M. Brown Jr., 1924 Saxon Blvd., Deltona, Florida 32725.

ARTICLE VIII. PRE-EMPTIVE 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 may be done without issuance of fractional shares) at the same price per share at which shares are offered to others.

ARTICLE IX. AMENDMENTS.

These Articles of Incorporations may be amended in the manner provided by law. Every amendment shall be approved by the shareholders representing a majority of the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 27 day of JUNE, 2000.

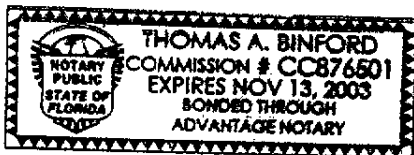
James M. Brown Jr.
JAMES M. BROWN JR.

STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JAMES M. BROWN JR., to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed. JAMES M. BROWN JR. presented FL. D.R. P.C.
B65D-453-53-271-0 as identification.

WITNESS my hand and official seal at County of Seminole, State of Florida, this 27 day of JUNE, 2000.



Thomas A. Binford
Notary Public

CERTIFICATE OF REGISTERED AGENT

FOR

SKYREEL, INC.

FILED
00 JUN 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION

I, JAMES M. BROWN JR., as the Incorporator named in the Articles of Incorporation of SKYREEL, INC., a corporation for profit, hereby designate JAMES M. BROWN JR. as Registered Agent for the service of process within the State of Florida for SKYREEL, INC. The street address and mailing address of the initial registered agent of this Corporation is 1924 Saxon Blvd., Deltona, Florida 32725. The principal street address of the Corporation is 1924 Saxon Blvd., Deltona, Florida 32725. The principal mailing address of the Corporation is 1924 Saxon Blvd., Deltona, Florida 32725. The name and address of the initial registered agent of this Corporation is JAMES M. BROWN JR., 1924 Saxon Blvd., Deltona, Florida 32725. This designation is made in conformity with Florida Statutes Sections 48.091 and 607.1501 - .1505.



JAMES M. BROWN JR.

ACCEPTANCE

I, JAMES M. BROWN JR., doing business at the street address of 1924 Saxon Blvd., Deltona, Florida 32725, do hereby consent to my appointment as Registered Agent for the service of process upon SKYREEL, INC., a Florida corporation. I am familiar with and accept the obligations provided for in Florida Statutes Sections 48.091 and 607.1501 - .1505.



JAMES M. BROWN JR.