

P96000015343

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0070
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8002
 FAX (904) 224-1222

of
Action Networks, Inc.

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____
 Service: Top Priority _____ Regular _____
 One Day Service Two Day Service
 to us via _____ Return via _____
 Letter No.: _____ Express Mail No. _____
 Late Fee \$ _____ Out \$ _____

	U.O. P.N.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
() Unit, Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
O U R -		
Platitious Name Filing		
Name Renewal		
Annual Report/Statement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UO 1 or 3 Filing		
UO 11 Search		
UO 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

96 SEP 11 4 10:37
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

SUBTOTALS

FEE.....	
DISBURSED.....	
DISCOUNT.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

96 SEP 11 AM 9:07
 DIVISION OF CORPORATION

RECEIVED

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ OK No. _____
 BY _____

WALK-IN
 Will Pick Up 9/11 12:00 AB a/c

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

ACTION NETWORKS, INC.

FILED
96 SEP 11 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **ACTION NETWORKS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 5060 9th Place, Vero Beach, Florida 32966.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$10.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Samuel A. Block, 2127 Tenth Avenue, Vero Beach, Florida 32960.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is


JULIE ORTEGA-PAYAN, President/Secretary/Treasurer/Director

LUIS PAYAN, Director

5060 9th Place, Vero Beach, Florida 32966.

The undersigned has executed these Articles of Incorporation this 10th day of September 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 SEP 11 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ACTION NETWORKS, INC.

2. The name and street address of the registered agent and office is: Samuel A. Block

2127 Tenth Avenue
Vero Beach, Florida 32960

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Samuel A. Block

P96 000075343

SAMUEL A. BLOCK, P.A.

2127 Tenth Avenue
Vero Beach, Florida 32960
Telephone (561) 562-1600

Samuel A. Block
Attorney at Law

Telefax
(561) 562-1740

September 24, 1996

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-09/28/96--01055--006
*****87.50 *****87.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Action Networks, Inc.**

Gentlemen:

Enclosed please find the original and one copy of the **Statement of Change of Registered Office, or Registered Agent, or Both for Corporations**, for the above captioned corporation, together with this firm's check in the amount of \$87.50. This check represents \$35.00 for filing fee and \$52.50 for a certified copy.

Please return the certified copy of the **Statement of Change** evidencing your approval of same, after the Statement has been filed with our office.

Yours very truly,

Samuel A. Block/mmd

Samuel A. Block
Encls.
cc: Luis Payan & Julie Ortega-Payan

sab/mmd

Michael
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 2:06
SEP 26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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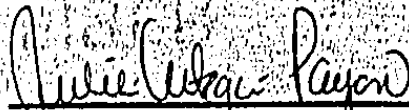
**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Sections 607.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- 1.a. The name of the corporation is **ACTION NETWORKS, INC.**
- 1b. Date of Incorporation: September 11, 1996; Document Number P96000075343
2. The name and address of the current registered agent and office: **Samuel A. Block, 2127 Tenth Avenue, Vero Beach, Florida 32960.**
3. The name and address of the new registered agent and office (P.O. Box not acceptable): **Luis Payan, 5060 9th Place, Vero Beach, Florida 32966.**

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



JULIE ORTEGA-PAYAN, President

Date: September 11, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Luis Payan, Registered Agent

Date: September 11, 1996

Filing Fee: \$35.00