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DENNIS KNOX BAYER

- Attorney at Law -

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306 South Oceanshore Boulevard (A1A)  
Post Office Box 1505  
Flagler Beach, Florida 32136

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Telephone: (904) 439-2332  
Fax: (904) 439-6522

November 16, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-11/22/99--01107--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

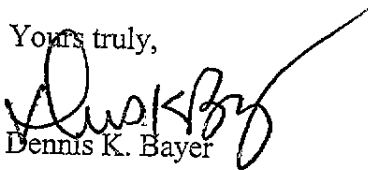
Re: Earthmax Internet Technologies, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for Earthmax Internet Technologies, Inc. and a check in the amount of \$78.75 representing the filing fee. Please process the articles at your earliest convenience and return to us a certified copy of the Articles.

Thank you for your assistance in this matter.

Yours truly,

  
Dennis K. Bayer

DKB:sk  
Enclosures

PH 11/29/99

FILED

ARTICLES OF INCORPORATION 99 NOV 22 AM 10: 16

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EARTHMAX INTERNET TECHNOLOGIES, INC.**

The undersigned subscribers, natural persons competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the proposed corporation is: EARTHMAX INTERNET TECHNOLOGIES, INC.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be any activities or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock with a par value of TEN DOLLARS (\$10.00).

**ARTICLE IV  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made.

**ARTICLE V  
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Thousand (\$1,000.00) DOLLARS.

**ARTICLE VI  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VII  
ADDRESS**

The initial post office mailing address and the principal business location of this corporation in the state of Florida is 31 N. Old Kings Road, Palm Coast, Florida 32137.

**ARTICLE VIII  
DIRECTORS**

The number of directors of this corporation shall be five. The name and street address of the members of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

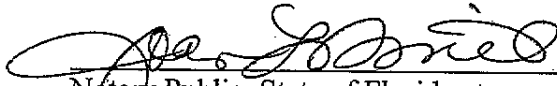
NAME	ADDRESS
William L. Willis	31 N. Old Kings Road Palm Coast, Florida 32137
Christopher R. Austin	79 Flemingwood Lane Palm Coast, Florida 32137
Paul R. Hartman	9 Beverly Place Palm Coast, Florida 32137

**ARTICLE IX**

STATE OF FLORIDA  
COUNTY OF FRANKLIN

On this day personally appeared before me, PAUL R. HARTMAN who is personally known to me or who has produced \_\_\_\_\_ as identification, and who is to me well known and known to me to be the person who subscribed the foregoing Articles of Incorporation of EARTHMAX INTERNET TECHNOLOGIES, INC. and he acknowledged before me his signature thereto and that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 24 day of November, 1999, in the County and State aforesaid.

  
\_\_\_\_\_  
Notary Public, State of Florida at  
Large.

My Commission Expires:



**ACCEPTANCE**

I hereby accept the above designation as Registered Agent of EARTHMAX INTERNET TECHNOLOGIES, INC.

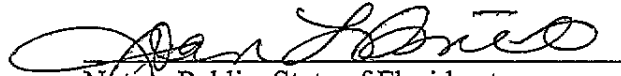
  
\_\_\_\_\_  
WILLIAM L. WILLIS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

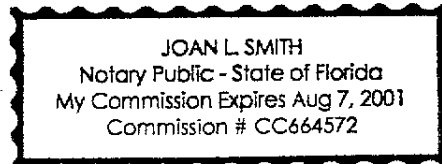
STATE OF FLORIDA  
COUNTY OF FLAGLER

On this day personally appeared before me, WILLIAM L. WILLIS, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who is to me well known and known to me to be the person who subscribed the foregoing Articles of Incorporation of EARTHMAX INTERNET TECHNOLOGIES, INC. and he acknowledged before me his signature thereto and that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 24<sup>th</sup> day of November, 1999, in the County and State aforesaid.

  
Notary Public, State of Florida at  
Large.

My Commission Expires:



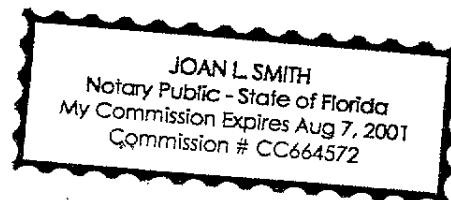
STATE OF FLORIDA  
COUNTY OF FLAGLER

On this day personally appeared before me, CHRISTOPHER R. AUSTIN who is personally known to me or who has produced \_\_\_\_\_ as identification, and who is to me well known and known to me to be the person who subscribed the foregoing Articles of Incorporation of EARTHMAX INTERNET TECHNOLOGIES, INC. and he acknowledged before me his signature thereto and that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 24<sup>th</sup> day of November, 1999, in the County and State aforesaid.

  
Notary Public, State of Florida at  
Large.

My Commission Expires:



**INITIAL SUBSCRIBERS**

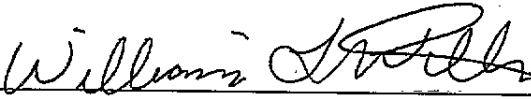
The names and addresses of the subscribers are:

<u>NAME</u>	<u>ADDRESS</u>
William L. Willis	31 N. Old Kings Road Palm Coast, Florida 32137
Christopher R. Austin	79 Flemingwood Lane Palm Coast, Florida 32137
Paul R. Hartman	9 Beverly Place Palm Coast, Florida 32137

**ARTICLE X  
RESIDENT AGENT**

The resident agent of this corporation shall be William L. Willis, 31 N. Old Kings Road, Palm Coast, Florida 32137, which resident agent shall accept service of process in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of November, 1999.

  
\_\_\_\_\_  
WILLIAM L. WILLIS

  
\_\_\_\_\_  
CHRISTOPHER R. AUSTIN

  
\_\_\_\_\_  
PAUL R. HARTMAN