

THOMAS MONTGOMERY LAW OFFICE

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NA000000004326

June 23, 2000

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

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RE: Saxon-Systems, Inc.
Kappa Upsilon Chapter of Omega Psi Phi Fraternity, Inc.

Dear Sir:

Find the enclosed Articles of Incorporation of the above corporations.

Please file the same and provide my office with a certified copy of the Articles.

Should you have questions, please advise.

Sincerely,



Thomas Montgomery, Esquire

TM:mcn

Enclosure

FILED
00 JUN 26 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*6-29
WCC*

ARTICLES OF INCORPORATION

of

SAXON - SYSTEMS, INC.

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00 JUN 26 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida as the same may from time to time exist, certify as follows:

ARTICLE I - NAME

The name of this corporation is

SAXON - SYSTEMS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation, together with its powers and purposes are as follows, to-wit:

- (a) To engage in every aspect and phase of the business of operating an internet service; and
- (b) To engage in any other business authorized by the laws 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 One Hundred Shares of common stock having a par value of Ten Dollars (\$10.00) per share. The issuing authority may issue shares of stock in exchange for property when in its opinion that the property has the value of at least the equivalent of the consideration for said stock. Stock shall be issued only when fully paid and shall be non-assignable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than Six Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 925 NE 22nd Street, Belle Glade, Florida 33430. The corporation may from time to time move the principal address to any other address in Florida.

ARTICLE VII - MANAGEMENT

The affairs of this corporation shall be managed by its stockholders in the manner provided by the by-laws and in conformance with applicable Florida Statutes.

ARTICLE VIII - SUBSCRIBERS

The name and address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
ADRIAN ROWLEY	925 NE 22nd Street Belle Glade, FL 33430	20	\$200.00
CHRISTOPHER MOSS	925 NE 22nd Street Belle Glade, FL 33430	20	\$200.00
DANIEL DEVOTIE	925 NE 22nd Street Belle Glade, FL 33430	20	\$200.00

ARTICLE IX - OFFICERS AND DIRECTORS

1. Until the first meeting of the stockholders, the regulation of the business and the conduct of the affairs of the corporation shall be performed by the following officers:

ADRIAN ROWLEY	President	925 NE 22nd Street Belle Glade, FL 33430
CHRISTOPHER MOSS	Vice President	925 NE 22nd Street Belle Glade, FL 33430
DANIEL DEVOTIE	Secretary/ Treasurer	925 NE 22nd Street Belle Glade, FL 33430

2. The corporation shall have at least two members of a Board of Directors who shall consist of the President, and Secretary/Treasurer. All other officers shall serve on the Board along with any other stockholders named by the stockholders. The Board shall not exceed 5 members.


ARTICLE X - MISCELLANEOUS

These Articles of Incorporation may be amended in the manner provided by law and in accordance with the provisions of the by-laws, by the act of the stockholders represented a majority of the outstanding shares of the corporation entitled to vote.

IN CONSENT TO THE TERMS and conditions above, we have hereunto set our hands and seals this 15th day of May, 2000.


_____(SEAL)
ADRIAN ROWLEY


_____(SEAL)
CHRISTOPHER MOSS


_____(SEAL)
DANIEL DEVOTIE

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ADRIAN ROWLEY, CHRISTOPHER MOSS and DANIEL DEVOTIE**, known to be and known by me to be the persons or has produced Drivers Licenses as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation and that they did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1ST day of May, 2000.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

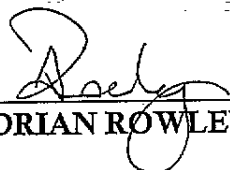


Thomas Montgomery
MY COMMISSION # CC713998 EXPIRES
May 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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

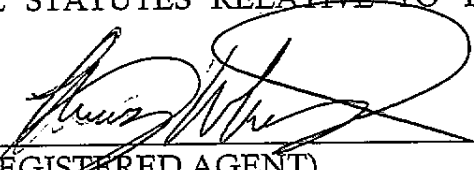
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT SAXON-SYSTEMS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BELLE GLADE, COUNTY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED THOMAS MONTGOMERY, ESQUIRE, LOCATED AT 1 SE AVENUE E, BELLE GLADE, FLORIDA 33430, CITY OF BELLE GLADE, COUNTY OF PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


ADRIAN ROWLEY
5-1-00
DATE

FILED
00 JUN 26 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FL 32399

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


(REGISTERED AGENT)
5-1-00
DATE