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November 4, 1999

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

Re: The Duckpond, Inc.
Our File No. 99-227

To Whomever It May Concern:

Attached hereto for filing are Articles of Incorporation for The Duckpond, Inc., a non-profit corporation, together with a check in the amount of \$122.50. Please return the filed copy of the Articles to my office.

Thank you for your attention to this matter.

Sincerely yours,

Ernie C. Lisch

ECL/dez
enc.

DB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
THE DUCKPOND, INC.,
A NON-PROFIT CORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - Name, Principal Place of Business and Mailing Address

The name of the corporation shall be THE DUCKPOND, INC., and the principal place of business and mailing address shall be 2940-50th Avenue West, #11, Bradenton, Florida 34207.

ARTICLE II - Corporate Nature

This is a non-profit corporation organized solely for charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - Duration

The term of existence of the corporation is perpetual.

ARTICLE IV - General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of charity, education, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To distribute computer and related technologies to the disabled and disadvantaged, through refurbished computer equipment and General Public Licensed Operating Systems, and to provide Internet access for a reduced fee or donated Internet service provider services.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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ARTICLE IV - Manner of Election of Directors

The manner in which directors are elected or appointed shall be stated in the corporate by-laws.

ARTICLE V - Limitation of Corporate Powers

The corporate powers of this corporation are as provided in Sections 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VI - Initial Registered Agent and Street Address

The name and street address of the initial registered agent is Terry Moreland, 2940-50th Avenue West, #11, Bradenton, Florida 34207.

ARTICLE VII - Incorporators

The name and street address of the incorporator for these Articles of Incorporation is Terry Moreland, 2940-50th Avenue West, #11, Bradenton, Florida 34207.

ARTICLE VIII - Initial Board of Directors

The names and addresses of the initial members of the Board of Directors are:
Bruce Davis, 964 Gary Street, Sarasota, Florida 34234.
Larry Merchant, 3704-35th Avenue Drive West, Bradenton, Florida 34205.
Elizabeth Cobb, 2940-50th Avenue West, #11, Bradenton, Florida 34207.

The undersigned incorporator has executed these Articles of Incorporation on this 4th day of November, 1999.

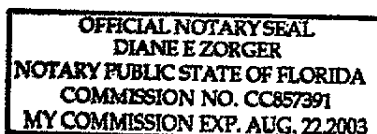

TERRY MORELAND, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Incorporation of THE DUCKPOND, INC. were acknowledged before me this 4th day of November, 1999, by TERRY MORELAND, as Incorporator, who is personally known to me or who has produced as identification: FL Driver License

Commission Expires: _____
Commission No. _____


Notary Public
Print Name: _____



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned 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 THE DUCKPOND, INC.
2. The name and address of the registered agent and office is Terry Moreland, 2940-50th Avenue West, #11, Bradenton, Florida 34207.

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.

Date: November 4, 1999


TERRY MORELAND

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