

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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- ✓ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

APPROVED
AND
FILED

RECEIVED

00 JAN -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN -3 PM 12:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Signature _____

Requested by: LS 1/3/00 10:54
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION

OF

MasterSolve, Inc.

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 MasterSolve, Inc.

APPROVED
AND
FILED
00 JAN - 3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1299 E. Commercial Blvd., Ft. Lauderdale, FL 33334.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is thirty million (30,000,000) shares having a par value of (\$0.001) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Paula Gambrill, 1299 E. Commercial Blvd., Ft. Lauderdale, FL 33334.**

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.

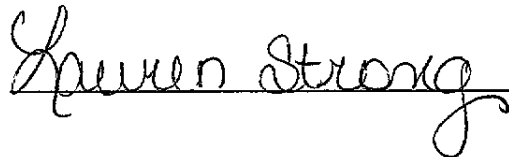
ARTICLE VI: INITIAL BOARD OF DIRECTORS

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

**Paula Gambrill
1299 E. Commercial Blvd., Ft. Lauderdale, FL 33334.**

The undersigned has executed these Articles of Incorporation this 3rd day of January, 2000.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

_____

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

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: MasterSolve, INC.

2. The name and street address of the registered agent and office is: Paula Gambrell

1299 E. COMMERCIAL BLVD
FT. LAUDERDALE, FL 33334

HAVE 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.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of December, 1999, before me personally appeared Paula Gambrell, who is personally know to me.

Karen A. Haddix
Notary Public



KAREN A. HADDIX
COMMISSION # CC 716113
EXPIRES FEB 12, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

APPROVED
AND
FILED

00 JAN -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA