

P00000002563

Hanks  
& Frost  
lawyers

Tom Frost  
Member of the Florida & Michigan Bars  
Registered Patent Attorney

Mark Hanks  
Member of the Florida & Missouri Bars

The Bay West Center  
7901 Fourth Street North, Suite 315  
St. Petersburg, FL 33702  
Tele: (727) 578-8529  
Fax: (727) 579-0539

December 29, 1999

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

700003085647--3  
-01/03/00--01044--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: First Rayz, Incorporated

To whom it may concern:

Enclosed please find Articles of Incorporation for "First Rayz, Incorporated," along with a check in the amount of \$78.75 for the filing fee, designation of registered agent and certified copy. We would appreciate you processing this registration as soon as possible, as our client is eager to begin business.

Please call with any questions. I thank you for your attention in this matter.

Very truly yours,

*Mark Hanks*

Mark Hanks  
MH/kj

cc: Jim McDonough

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN -3 AM 10:36

FILED

F. CHESLER JAN 1 0 1999

ARTICLES OF INCORPORATION:  
First Rayz, Incorporated

ARTICLE ONE

NAME

I. The name of the Corporation will be First Rayz, Incorporated.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

II. The location and address of the Corporation's initial registered office in Florida will be 4300 Fourth Street North, Suite B, St. Petersburg, Pinellas County, Florida. The initial registered agent at the registered office is James McDonough.

ARTICLE THREE

MAILING ADDRESS

III. The principal place of business and mailing address of the Corporation will be 4300 Fourth Street North, Suite B, St. Petersburg, FL 33703.

ARTICLE FOUR

DURATION

IV. The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATOR

V. The name and post office address of the incorporator are:

FILED  
00 JAN -3 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name

Address

James McDonough

4300 Fourth Street North, Suite B  
St. Petersburg, FL 33703

ARTICLE SIX

DIRECTORS

VI. The Board of Directors will consist of one member. The name and address of the first Board of Directors are:

Name

Address

James McDonough

4300 Fourth Street North, Suite B  
St. Petersburg, FL 33703

ARTICLE SEVEN

CAPITAL STOCK

VII. The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which will be common shares with par value of \$2.00.

ARTICLE EIGHT

STATED CAPITAL

VIII. The amount of capital with which the Corporation will begin business is \$200.00.

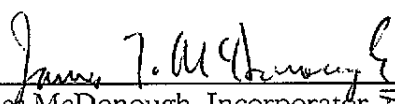
ARTICLE NINE

AMENDMENT OF ARTICLES

IX. The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number

that may then be required by statute, will be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, will be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 29 day of December 1999.

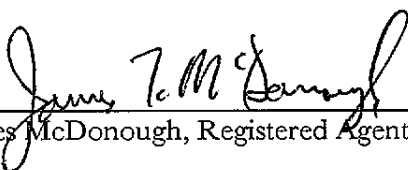
  
James McDonough, Incorporator

00 JAN -3 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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 am familiar with and accept the obligations of my position as registered agent.

Dated this 29 day of December 1999.

  
James McDonough, Registered Agent