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ACCOUNT NO. : 072100000032

REFERENCE : 545766 7201818

AUTHORIZATION :

COST LIMIT :

*Patricia Pizant*

ORDER DATE : January 10, 2000

ORDER TIME : 10:51 AM

ORDER NO. : 545766-005

CUSTOMER NO: 7201818

8000003092918--8

CUSTOMER: Mr. Lester Jackson  
BLUE MARBLE TECHNOLOGIES  
BLUE MARBLE TECHNOLOGIES  
4285 Wood Haven Drive

Melbourne, FL 32935

DOMESTIC FILING

NAME: ~~BLUE MARBLE TECHNOLOGIES~~  
~~CORPORATION~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

2544  
W00-762

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 10 PM 1:07

RECEIVED  
00 JAN 10 PM 12:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 10 PM 1:07

January 10, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: BLUE MARBLE TECHNOLOGIES CORPORATION  
Ref. Number: W00000000762

We have received your document for BLUE MARBLE TECHNOLOGIES CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 500A00001281

RECEIVED  
00 JAN 12 AM 11:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ANCIENT TECHNOLOGIES INCORPORATED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 10 PM 1:07

**ARTICLE I NAME**

The name of this corporation is ANCIENT TECHNOLOGIES INCORPORATED.

**ARTICLE II DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with Secretary of State of the State of Florida.

**ARTICLE III PURPOSE**

This corporation is organized for the purpose of conducting and transacting any or all lawful business.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of stock, all of which shall be designated "Common Shares". There shall be no other classes of stock. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have a right to vote.

**ARTICLE V VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4285 Wood Haven Drive, Melbourne, Florida, 32935 and the name of the initial registered agent of this corporation at that address is Lester A. Jackson.

**ARTICLE VIII MAILING ADDRESS**

The principal office address is 4285 Wood Haven Drive, Melbourne, Florida, 32935 and the mailing address is 4285 Wood Haven Drive, Melbourne, Florida, 32935.

**ARTICLE IX INCORPORATOR**

The name and address of the incorporator of the corporation is

Lester A. Jackson	4285 Wood Haven Drive Melbourne, FL 32935
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**ARTICLE X BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors.

**ARTICLE XII SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

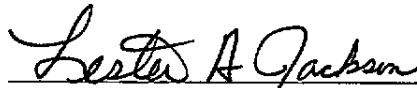
**ARTICLE XIII INDEMNIFICATION**

This corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

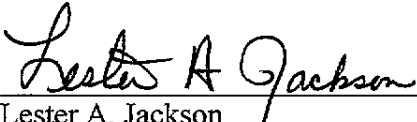
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 10th day of January, 2000.

  
\_\_\_\_\_  
LESTER A. JACKSON

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
OF  
ANCIENT TECHNOLOGIES INCORPORATED**

I understand the duties of and hereby accept appointment as the registered agent of ANCIENT TECHNOLOGIES INCORPORATED at the initial registered office of the Corporation at 4285 Wood Haven Drive, Melbourne, Florida, 32935.

Dated this 10th day of January, 2000.

  
Lester A. Jackson

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 10 PM 1:07