

Jan-19-00 18:10

From-JOHNSON BLAKELY

8132249580

T-046 P.01/05 F-267

DIVISION OF CORPORATIONS

PD00000006197

Florida Department of State
Division of Corporations
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Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

FLORIDA PROFIT CORPORATION OR P.A.

eApp.net, Inc.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TAMPA, FLORIDA
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ARTICLES OF INCORPORATION
of
eApp.net, Inc.

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is eApp.net, Inc. and the mailing address of this corporation is 6950 Bryan Dairy Road, Largo, Florida 33777.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III - AUTHORIZED SHARES

The total number of shares which the corporation shall have the authority to issue shall be fifty million (50,000,000) shares, consisting of forty-eight million (48,000,000) shares of Common Stock and two million (2,000,000) shares of Preferred Stock, all having a par value of \$0.001 per share. The preferred stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of preferred stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different shares of preferred stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Prepared by:
Philip M. Shasteen, Esq.
100 N. Tampa St., Ste. 1800
Tampa, FL 33602
813-225-2500
Florida Bar Number: 0194712

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Authority is hereby expressly granted to the Board of Directors from time to time to provide for the issuance of preferred stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act. Without limited the generality of the foregoing, the resolutions providing for issuance of any series of preferred stock may provide that such series shall be superior or ranked equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in a resolution establishing a series of Preferred Stock, no vote of the holders of the preferred stock or common stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Prior to the issuance of any shares of a series, but after adoption by the Board of Directors of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Florida as may be required by the Florida Business Corporation Act including, without limitation, an amendment to the Articles of Incorporation.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 N. Tampa Street, Suite 1800, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Philip M. Shasteen.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Philip M. Shasteen, 100 N. Tampa Street, Suite 1800, Tampa, Florida 33602.

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of January, 2000.


Philip M. Shasteen**INCORPORATOR**

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Jan-19-00 18:11

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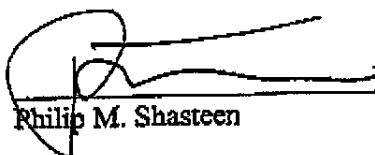
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, eAPP.net, Inc. desiring to organize under the laws of the State of Florida, hereby designates Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.


Philip M. Shasteen

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