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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

Y2K SKY.COM INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
Y2K SKY.COM INC.

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

ARTICLE I
NAME

The corporate name shall be:

Y2K SKY.COM INC.

ARTICLE II
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

THIS DOCUMENT WAS PREPARED BY:
DOUGLAS D. STRATTON, ESQ.
Florida Bar No. 240966
407 Lincoln Road, Suite 2A
Miami Beach, Florida 33139
(305) 672-7772

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ARTICLE V
PRINCIPAL OFFICE

The post office address of the principal office of the corporation is: 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, or at any other location that the Board of Directors chooses to designate.

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of the corporation is:

DOUGLAS D. STRATTON, ESQ., and the street address of the registered office is:
407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

NAMES

Brian K. Tomlinson

ADDRESSES

3751 - 6th Avenue, Suite B
San Diego, California 92103

ARTICLE VIII
POWERS OF DIRECTOR(S)

The Director(s) shall exercise all powers conferred by law.

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**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE X
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE XI
INCORPORATOR**

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

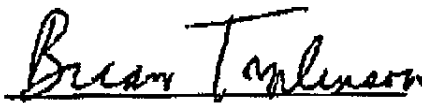
NAMES

ADDRESSES

Brian K. Tomlinson

3751 - 6th Avenue, Suite B
San Diego, CA 92103

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the corporation, has executed these Articles of Incorporation this 27 day of JAN, 2000.


Brian K. Tomlinson
Incorporator

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STATE OF FLORIDA)

)ss:

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Brian K. Tomlinson, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

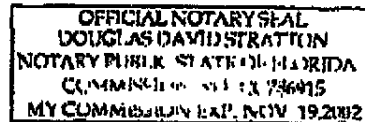
WITNESS my hand and official seal in the County and State aforementioned this 27 day of JAN, 2000.


 NOTARY PUBLIC
 State of Florida

DOUGLAS D STRATTON
 Print, type of stamp Commissioned
 Name of Notary Public

Personally known _____ or produced Identification ✓ Type of Identification Produced CAL D/L

My Commission Expires:



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.


 DOUGLAS D. STRATTON
 REGISTERED AGENT
 Florida Bar No. 240966

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