

FREDRICK P. LACKEY

P000000016988

February 11, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Incorporation of "Perfect 9 eVentures, Inc."

Dear Sir or Madam:

200003134402--9
-02/14/00--01088--018
*****87.50 *****87.50

Enclosed is an original and one copy of the following:

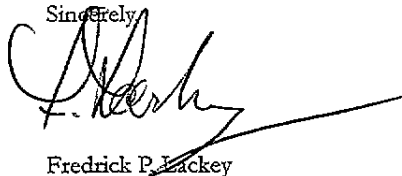
- Articles of Incorporation of Perfect 9 eVentures, Inc.
- One copy of the Articles of Incorporation of Perfect 9 eVentures, Inc.
- Money order for \$87.50 to cover the fees associated with this filing

Please file these Articles and send to us the following:

- One certified copy of the Articles of Incorporation of Perfect 9 eVentures, Inc.
- One Certificate of Status for the new corporation

Thank you, in advance, for your cooperation. Please contact me directly should you have any questions.

Sincerely,


Fredrick P. Lackey

FILED
00 FEB 14 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3054 HOLLAND DRIVE • ORLANDO, FLORIDA • 32825
PHONE: 407.207.8644 • FAX: 407.207.8655
EMAIL: FRED.LACKEY@BIGFOOT.COM

C.C.
2-17-00

**Articles of Incorporation of
Perfect 9 eVentures, Inc.**

Pursuant to the Florida General Corporation Act, PERFECT 9 EVENTURES, INC. adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is:

Perfect 9 eVentures, Inc.

**ARTICLE TWO
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Fredrick P. Lackey
3054 Holland Drive
Orlando, Florida 32825

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TALLAHASSEE, FLORIDA

**ARTICLE SIX
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may either be increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Fredrick P. Lackey
3054 Holland Drive
Orlando, Florida 32825

Joseph A. Diaz
2649 Amaya Terrace
Lake Mary, Florida 32746

**ARTICLE SEVEN
OFFICERS**

The President of the Corporation is:

Fredrick P. Lackey
3054 Holland Drive
Orlando, Florida 32825

The Vice President of the Corporation is:

Joseph A. Diaz
2649 Amaya Terrace
Lake Mary, Florida 32746

**ARTICLE EIGHT
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

3054 Holland Drive
Orlando, Florida 32825

**ARTICLE NINE
INCROPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is: _____

Fredrick P. Lackey
3054 Holland Drive
Orlando, Florida 32825

**ARTICLE TEN
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE ELEVEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE TWELVE
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE THIRTEEN
IDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE FOURTEEN SHAREHOLDERS QUORUM AND VOTING

A majority 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 votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE FIFTEEN REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE SIXTEEN INFORMAL ACTION OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

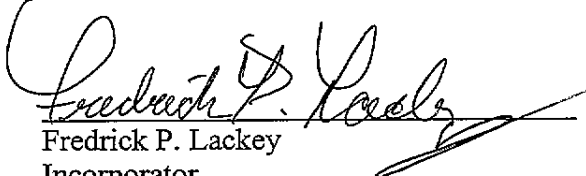
ARTICLE SEVENTEEN RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE EIGHTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

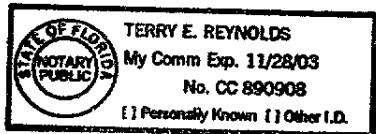
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd Day of January, 2000.


Fredrick P. Lackey
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Fredrick P. Lackey, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 22nd Day of January, 2000.





NOTARY PUBLIC
My Commission Expires:

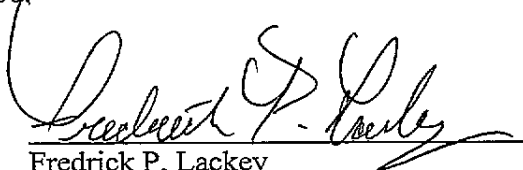
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Perfect 9 eVentures, Inc., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Fredrick P. Lackey as its registered agent to accept service of process within the State of Florida with its registered office at 3054 Holland Drive, Orlando, Florida 32825.

ACKNOWLEDGEMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

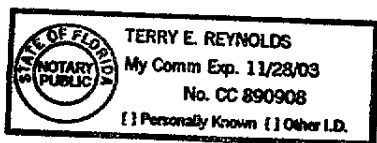
Dated this 22nd Day of January, 2000.


Fredrick P. Lackey
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Fredrick P. Lackey, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

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