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February 11, 2000

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122.50 **78.75

Secretary of State
Corporation Division
The Capitol
Tallahassee, Fl 32304

RE: Boards n Bytes, Inc.

Gentlemen:

Enclose herewith is our check in the amount of \$122.50 and original and one copy of the Articles of Incorporation of Boards n Bytes, Inc.

I would appreciate your acknowledgment of this filing at your earliest convenience in the enclosed Federal Express Envelope which will bill same to our account. Thank you for your assistance.

Sincerely,


GEORGE E. OWEN, JR.

GEO:ms
Enclosures

FILED
00 FEB 14 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gjs/17

ARTICLES OF INCORPORATION
OF
BOARDS n BYTES, INC.

We, the undersigned natural persons of the age of twenty-one or more, acting as Directors and Incorporators under the provisions of the Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

BOARDS n BYTES, INC.

ARTICLE II

Principal Place of Business

The principal place of business is to be located at 1465 40th Avenue N.E., St. Petersburg, Florida 33703.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Purpose

To carry on and conduct a sales and marketing business and generally to do and perform everything necessary for carrying out the aforesaid purposes, and to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Stock Clause

The aggregate number of shares of stock which this corporation shall have the authority to issue shall be five hundred (500) shares of common stock, each with a par value of One (\$1.00) Dollar.

ARTICLE VI

Minimum Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

Subscribers, Incorporators and Directors

The names and addresses of the Subscribers, Incorporators and Directors are:

<u>Name</u>	<u>Shares Subscribed</u>	<u>Address</u>
Byron W. Wright, Jr. Subscriber, Incorporator, Director and Officer	98	1465 40 th Avenue N.E. St. Petersburg, Fl 33703
Susan G. Wright Subscriber, Incorporator, Director and Officer	102	1465 40 th Avenue N.E. St. Petersburg, FL 33703

ARTICLE VIII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote

upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

Directors

The management and control of this corporation shall be vested in a Board of Directors comprised of at least one director. The Board of Directors shall be elected by the shareholders of the corporation at each annual meeting to be held at the principal office of the corporation on such day and time of year as the By-Laws of this corporation shall provide. At any meeting of the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that the same become effective and be the act and deed of the corporation and the Board of Directors thereof.

ARTICLE X

Officers

The officers of this corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may also from time to time provide for and elect all other officers or committees which to their Board may seem expedient. Two or more offices may be held by the same person. The officers who are to conduct the business of the corporation and shall serve as such until the next annual election of officers shall be as follows:

President/Vice President	Susan G. Wright 1465 40 th Avenue N.E. St. Petersburg, FL 33703
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Secretary/Treasurer

Byron W. Wright, Jr.
1465 40th Avenue N.E.
St. Petersburg, Fl 33703

ARTICLE XI

Seal

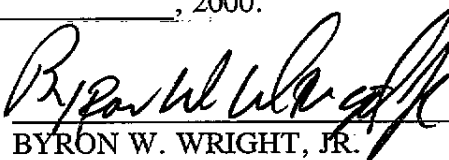
The seal of this corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL - 2000 - FLORIDA" and around the circumference thereof the words "BOARDS n BYTES, INC."

ARTICLE XII

Registered Office and Registered Agent

The address of the registered office of this corporation is 1465 40th Avenue N.E., St. Petersburg, Florida 33703. The name of the initial registered agent of this corporation at that address is: BYRON W. WRIGHT, JR.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 11th day of February, 2000.


BYRON W. WRIGHT, JR.


SUSAN G. WRIGHT

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared BYRON W. WRIGHT, JR., and SUSAN G. WRIGHT who, after being first duly cautioned and sworn, depose and said that they have affixed their names to the foregoing Articles of Incorporation of BOARDS n BYTES, INC., as original subscribers to said corporation for the purpose therein stated. I relied upon the following form of identification: ✓ or personally known.

WITNESS my hand and official seal at St. Petersburg, Pinellas
County, Florida, this 11th day of February, 2000.

Cheryl A DeCou
NOTARY PUBLIC

Print Name: Cheryl DeCou

My Commission Expires: _____

CHERYL A. DeCOU
Notary Public - State of Florida
My Commission Expires
August 9, 2002
CC765829

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following Certificate is submitted in compliance therewith:

IT IS HEREBY DECLARED that BOARDS n BYTES, INC. is desirous to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, and has named BYRON W. WRIGHT, JR. located at 1465 40th Avenue N.E., St. Petersburg, Florida 33703, as its agent to accept service of process in the State of Florida.

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

Having been named to accept service of process for the above stated corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and I agree to comply with all of the provisions of said Act.

Byron W. Wright, Jr.
BYRON W. WRIGHT, JR.

Personally sworn to and subscribed before me this 11th day of February

2000. I relied upon the following form of identification: _____ or personally

known:

Cheryl A. DeCoe
NOTARY PUBLIC

Printed Name: Cheryl A. DeCoe

FILED
00 FEB 14 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA