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Law Offices Of

GRAYLING E. BRANNON, P.A.

1536 Jefferson Street North ~ Jacksonville, Florida 32209
(904) 358-9151 ~ (904) 358-0058 facsimile ~ E-mail: Gray-Law@msn.com

March 14, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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03/17/00-01065-007

*****70.00 *****70.00

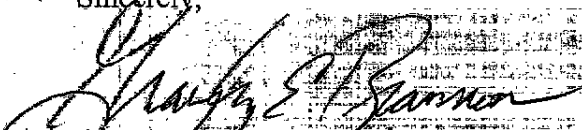
Re: Articles of Incorporation of Sky Blue Enterprises, Inc.

Dear Mr./Ms. Secretary:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above reference corporation. We have also enclosed check number 1489 in the amount of \$70.00 for the filing fee.

If there are any questions or concerns, please contact our office at the letterhead address or telephone number.

Sincerely,


Grayling E. Brannon, Esquire

GEB/an
Enclosures

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00 MAR 17 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR**

SKY BLUE ENTERPRISES, INC.

BY THESE ARTICLES OF INCORPORATION, the incorporator(s) forms a corporation for profit under Florida laws.

ARTICLE I:

The name of the corporation is SKY BLUE ENTERPRISES, INC.

ARTICLE II:

This corporation shall exist perpetually.

ARTICLE III:

The purpose of this Corporation is to engage in the business of selling, marketing and promoting telecommunications products and services, and to exercise the powers now or hereafter granted to for profit corporations under the laws of the State of Florida.

ARTICLE IV:

This Corporation is authorized to issue 100,000 shares of common stock of no par value.

ARTICLE V:

The initial registered agent for this Corporation is: Grayling E. Brannon, Esquire and the initial registered office is 1536 N. Jefferson Street, Jacksonville, Florida 32209. The principal office is 1600 Park Avenue, Suite 3, Orange Park, Florida 32073.

ARTICLE VI:

This Corporation shall have two (2) directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII:

The name and street address of each member of the first Board of Directors are

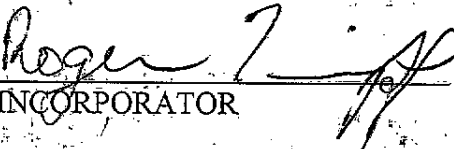
Roger Tripp 8054 Sable Creek Drive, East
President Jacksonville, FL 32244

Terrence Tripp 7845 MacDougal Drive
Secretary Jacksonville, FL 32244

ARTICLES VIII:

The name and street address of the incorporators are:

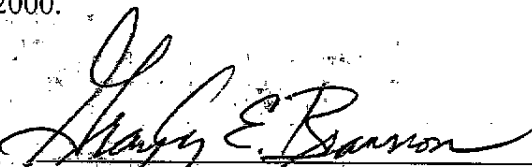
Roger Tripp 8054 Sable Creek Drive, East
President Jacksonville, FL 32244


INCORPORATOR

RESIDENT AGENT DESIGNATION

HAVING BEEN NAMED as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated on the 13th day of March 2000.


Grayling E. Brannon, Registered Agent