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March 14, 2000

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

RE: Mail Butler, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$87.50, which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

Amy Jacquay

Amy Jacquay, Legal Assistant to:
Alisa W. James, Esq.

/aj

Enclosures: As stated

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MAIL BUTLER, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
Name

The name of the corporation is: **MAIL BUTLER, INC.**

ARTICLE TWO
Principal Office

The street address of the initial principal office of the corporation is 213 Moonlight Bay Drive, Panama City Beach, Florida, 33407.

ARTICLE THREE
Corporate Duration

The duration of the corporation is perpetual.

ARTICLE FOUR
Purpose or Purposes

The general purposes for which the corporation is organized are:

1. To engage in the business of mail alert systems.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE
Capitalization

The total number of shares of capital stock which the corporation shall have the authority

to issue is as follows:

- (a) 30,000 shares of voting Common Stock having no par value.
- (b) 70,000 shares of non-voting Common Stock having no par value

ARTICLE SIX Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE SEVEN Registered Office and Agent

The street address of the initial registered office of the corporation is, 213 Moonlight Bay Drive, Panama City Beach, Florida, 33407. and the name of its initial registered agent at such address is RANDALL FRANKLIN SHORES.

ARTICLE EIGHT Directors

The number of directors constituting the initial board of directors of the corporation is one (2). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
RONALD JOHN BENNETT	213 Moonlight Bay Drive Panama City Beach, Florida, 33407
RANDALL FRANKLIN SHORES	213 Moonlight Bay Drive Panama City Beach, Florida, 33407

**ARTICLE NINE
Incorporator**

The name and address of the incorporator is:

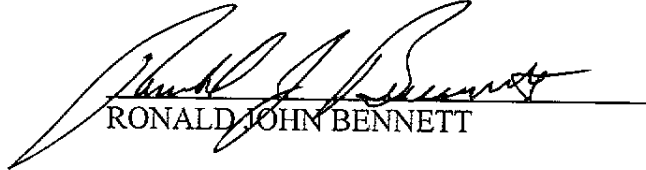
Name

RONALD JOHN BENNETT

Address

213 Moonlight Bay Drive
Panama City Beach, Florida, 33407

Executed by the undersigned on this 16 day of March, 2000.


RONALD JOHN BENNETT

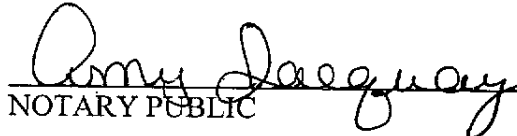
**STATE OF FLORIDA
COUNTY OF BAY**

BEFORE ME, the undersigned authority, on this 16 day of March, 1999, personally appeared, RONALD JOHN BENNETT, to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced FL DL as identification.

WITNESS my hand and official seal the date aforesaid.



Amy T. Jacquay
MY COMMISSION # CC755727 EXPIRES
July 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC


NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **MAIL BUTLER, INC.**
2. The name and address of the registered agent and office is:

RANDALL FRANKLIN SHORES

213 Moonlight Bay Drive
Panama City Beach, Florida, 33407

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


RANDALL FRANKLIN SHORES
Registered Agent

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DIVISION OF CORPORATIONS
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