

ALFONSO & OHALL, P.A.

ATTORNEYS & COUNSELORS AT LAW

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March 31, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

RE: CAP Networking & Consulting, Inc.

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, together with my firm's check in the amount of \$78.75. Please return **one (1) certified copy** of the Charter along with a copy of the Articles as soon as possible.

Thank you in advance for your kind attention to this matter. Please contact me if there are any problems or questions. I remain

Very truly yours,

ALFONSO & OHALL, P.A.


Suzette M. Alfonso

SMA/dl

Enclosures

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*****78.75 *****78.75

FILED
00 APR -4 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch 'APR 7 2000

**ARTICLES OF INCORPORATION
OF
CAP Networking & Consulting, Inc.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is **CAP Networking & Consulting, Inc.**

ARTICLE II: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is amount 10,000 shares of common stock having a par value of (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The corporation, and the parties hereto, shall take whatever action shall be necessary to cause the shares of the corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 305 S. Brevard Ave., Suite 1, Tampa, Florida 33606, and the name of the initial registered agent at such address is Suzette M. Alfonso, Esquire. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) Director, whose name and post office address are as follows:

CHAD A. PETERSON
2251 Claiborne Drive
Clearwater, Florida 33764

who shall hold office until the first annual meeting of the shareholders, and until his successor(s) shall have been elected and qualified or until his earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE VIII: INCORPORATOR

The name and post office address of the person filing these Articles of Incorporation as Incorporator is as follows:

Suzette M. Alfonso, Esq.
Alfonso & Ohall, P.A.
P.O. Box 172477
Tampa, Florida 33672

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator above named has set her hand and seal this 31st day of March, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.


SUZETTE M. ALFONSO

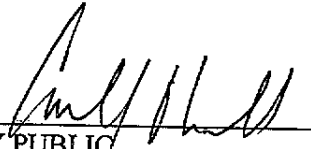
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY that before me personally appeared SUZETTE M. ALFONSO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be her free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 31st day of March, 2000.



CARL J. OHALL
COMMISSION # CC 586148
EXPIRES SEP 17, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC
My Commission Expires:

RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: CAP Networking & Consulting, Inc., desiring to organize under the laws of the State of Florida with its principal office located at 2251 Claiborne Drive, Clearwater, Florida 33764, has named Suzette M. Alfonso, located at 305 S. Brevard Ave., Suite 1, Tampa, FL 33606, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



SUZETTE M. ALFONSO