

P00000037086

April 5, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
00 APR - 7 PM 4: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sirs:

Please record the Articles of ABLECAST, INC.  
as attached and return the verification of the  
recorded articles to:

800003200218--2  
-04/07/00--01077--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Glenn R. Luisi Accountant, P.A.  
104 Prestwood Lane  
 Mooresville, NC 28117

Attached is my check # 1024 for \$70.00 for the recording  
fee.

Very Truly Yours,

*Glenn R. Luisi*  
-----  
Glenn R. Luisi

*No copy*

T. Burch APR 12 2000

GLENN R. LUISI ACCOUNTANT P.A.

104 PRESTWOOD LANE, MOORESVILLE, NC 28117, PHONE/FAX (704) 895-0626, TOLL FREE (800) 854-1099

ARTICLES OF INCORPORATION  
OF  
ABLECAST, INC.

The undersigned; for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME & PRINCIPAL ADDRESS  
-----

The name of the corporation is  
ABLECAST, INC.  
The initial address is 10405 NW 5th COURT  
PLANTATION, FL 33324

ARTICLE TWO  
DURATION  
-----

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE  
-----

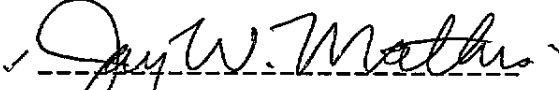
The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the STATE OF FLORIDA.

ARTICLE FOUR  
CAPITAL STOCK  
-----

The maximum number of shares which the corporation has authority to issue is 1000, all which shall be common shares with a \$1.00 par value.

ARTICLE FIVE  
REGISTERED OFFICE  
-----

The street address of the initial registered office of the corporation shall be 10405 NW 5th COURT PLANTATION, FL 33324 and the name of the initial registered agent at such address is JAY W. MATHIS  
I do hereby accept the position of REGISTERED AGENT.

  
-----  
JAY W. MATHIS  
Registered Agent

ARTICLE SIX  
PRE-EMPTIVE RIGHTS  
-----

The shareholders shall have Pre-emptive Rights.

FILED  
00 APR -7 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE SEVEN  
DIRECTORS  
-----

7.01 The Board of Directors of the corporation shall consist of at least one member.

7.02 The name and address of the initial Director of the Board:

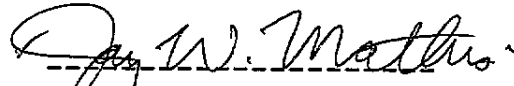
<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
JAY W. MATHIS	10405 NW 5th COURT PLANTATION, FL 33324	PRESIDENT
ELEANOR C. MATHIS	10405 NW 5th COURT PLANTATION, FL 33324	SECRETARY TREASURER

ARTICLE EIGHT  
INCORPORATOR  
-----

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JAY W. MATHIS	10405 NW 5th COURT PLANTATION, FL 33324

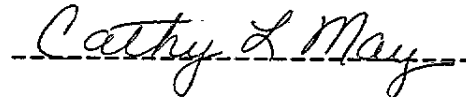
IN WITNESS WHEREOF, I have subscribed my name this 1<sup>st</sup> day of April, 2000

  
-----  
JAY W. MATHIS  
Incorporator

STATE OF FLORIDA :  
:SS  
COUNTY OF BROWARD :

On this 1<sup>st</sup> day of April, 2000, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAY W. MATHIS known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal.

  
-----

NOTARY PUBLIC  
STATE OF FLORIDA

MY COMMISSION EXPIRES:

