

P0000052801
TRANSMITTAL LETTER

FILED
00 MAY 22 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: eXadev Internet Group, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800003262578--4
-05/23/00--01004--005
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: RAYMOND C. RHODE

Name (Printed or typed)

1510 EAST COLONIAL DR. SUITE 104W

Address

ORLANDO FL 32803

City, State & Zip

407-228-7290

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN JUN - 1 2000

ARTICLES OF INCORPORATION
OF
EXADEV INTERNET GROUP, INC.

FILED
00 MAY 22 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby file these Articles of Incorporation in order to form corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of the Corporation shall be eXadev Internet Group, Inc. Its principal office shall be located at 1510 East Colonial Dr., Suite 104W, Orlando, Florida 32803. The corporation may establish and maintain the principal office of the corporation at such other place as may be determined by the Board of Directors.

ARTICLE II
Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III
Stock

The authorized capital stock of the Corporation shall consist of One Hundred (100) shares of a single class of Common Stock with par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE IV
Incorporator

The names and street addresses of the Incorporator of this Corporation are as follows:

John P. Seall
1209 Austin Road
Orlando, Florida 32806

ARTICLE V
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The initial registered office of the Corporation shall be at 1510 East Colonial Dr., Suite 104W, Orlando, Florida, 32803, and the initial registered agent of the Corporation at such office shall be Raymond C. Rhode, authorized to receive service of process and perform the other duties and exercise the other rights of registered agent.

ARTICLE VII
Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The term of office of the initial directors shall not be for more than one year after the date of incorporation. The size of the Board may be altered as provided in the bylaws of the Corporation.

ARTICLE VIII
Initial Directors

The initial Director[s] of the Corporation and their addresses are:

Michael K Zable
5113 Creusot Ct
Orlando, FL 32839

Raymond C. Rhode
481 Allison Ave
Longwood, FL 32750

Keith Coker
1205 Winter Springs Blvd.
Winter Springs, FL 32708

ARTICLE IX
Transactions In Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

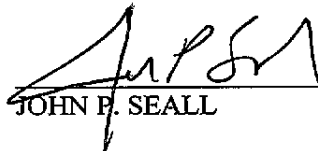
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE X **Indemnification of Directors and Officers**

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

SIGNED by the incorporator this 15th day of May, 2000.



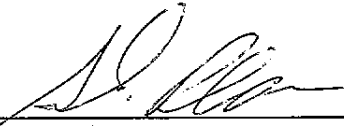
JOHN P. SEALL

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, John P. Seall, to me personally known or who has produced Drivers License as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 16th day of May, 2000.



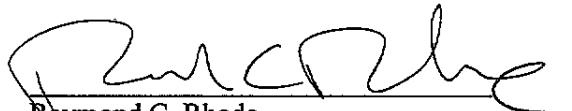


Notary Public
My Commission Expires: _____
Commission Number: _____

eXadev Internet Group. Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for eXadev Internet Group, Inc. at the place designated in its Articles of Incorporation, the undersigned, Raymond C. Rhode, accepts such appointment and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.


Raymond C. Rhode

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Acceptance of Registered Agent for eXadev Internet Group, Inc. was acknowledged before me this 15th day of May, 2000, by Raymond C. Rhode, who is personally known to me or who has produced a driver's license as identification.

Notary Public

My Commission Expires:

