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FLORIDA PROFIT CORPORATION OR P.A.

Fiberspans Corporation

Certificate of Status	0
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Page Count	06
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
FIBERSPANS CORPORATION**

The undersigned, acting as incorporator of FIBERSPANS CORPORATION, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

FIBERSPANS CORPORATION

ARTICLE II. ADDRESS

The mailing address of the corporation is:

945 Bayshore Boulevard
Safety Harbor, Florida 34695

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 70,000,000 shares divided into classes as follows:

(a) 40,000,000 shares of Class A Common Stock, having a par value of \$.001 per share;

(b) 10,000,000 shares of Class B Voting Common Stock, having a par value of \$.001 per share; and

(b) 20,000,000 shares of Preferred Stock, having a par value of \$.01 per share.

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A. Common Stock

The preferences, limitations and relative rights of each share of Common Stock shall be identical, except each share of Class A Common Stock shall have one vote per share and each share of Class B Common Stock shall have ten votes per share.

B. Preferred Stock

1. **Series.** The shares of Preferred Stock may be divided into and issued in one or more series, and each series shall be so designated so as to distinguish the shares of such series from the shares of all other series. All shares of Preferred Stock shall be identical except in respect of particulars which may be fixed by the Board of Directors pursuant to authority which is hereby expressly vested in the Board of Directors. Each share of a series shall be identical in all respects with all other shares of such series, except as to the date from which dividends shall be cumulative on any series as to which dividends are cumulative. Shares of Preferred Stock of any series which have been retired in any manner, including shares redeemed or reacquired by the Corporation and which have been converted into or exchanged for shares of any other class, or any series of the same or any other class shall have the status of authorized but unissued shares of Preferred Stock and may be reissued as shares of the series of which they were originally a part or may be issued as shares of a new series or any other series of Preferred Stock.

2. **Provisions.** Before any shares of Preferred Stock of any series shall be issued, the Board of Directors shall fix by resolution or resolutions the following provisions in respect of the shares of each such series, to the extent that such provisions are not inconsistent with the provisions of this Article V applicable to all series of Preferred Stock.

(a) the distinctive designations of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors;

(b) the annual rate or amount of dividends, if any, payable on shares of such series (which dividends would be payable in preference to any dividends on Common Stock), whether such dividends shall be cumulative or noncumulative and the conditions upon which and/or the dates when such dividends shall be payable;

(c) whether the shares of such series shall be redeemable and, if so, the terms and conditions of such redemption, including the time or times when and the price or prices at which shares of such series may be redeemed;

(d) the amount, if any, payable on shares of such series in the event of liquidation, dissolution or winding up of the affairs of the Corporation;

(e) whether the shares of such series shall be convertible into or exchangeable for shares of any other class, or any series of the same or any other class, and, if so, the terms and conditions of such convertibility or exchangeability, including the date or dates when such shares shall be convertible into or exchangeable for shares of any other class, or any series of the same or any other class, the price or prices or the rate or rates at which shares of such series shall be so convertible or exchangeable, and the adjustments which shall be made, and the circumstances in which such adjustments shall be made, in such conversion or exchange prices or rates;

(f) whether such series shall have any voting rights in addition to those prescribed by law and, if so, the terms and conditions of exercise of voting rights; and

(g) any other preferences and relative, participating, optional or other special rights, and any qualifications, limitations and restrictions thereof.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the corporation's current registered agent at that address is Corporation Service Company.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial director are:

<u>Name</u>	<u>Address</u>
Giao V. Nguyen	945 Bayshore Boulevard Safety Harbor, Florida 34695
John M. Hamilton, Jr.	424 Beach Drive, N.E., Suite 200 St. Petersburg, Florida 33701

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Grammig	400 North Ashley Drive Suite 2300 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

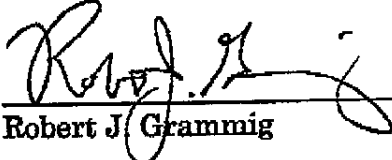
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 21th day of June, 2000.


Robert J. Grammig

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That FIBERSPANS CORPORATION, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1201 Hays Street, Tallahassee, Florida 32301, has named Corporation Service Company as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 21st day of June, 2000.

Corporation Service Company

By _____

Deborah D. Skipper

TPA1 #1047236 v3

Deborah D. Skipper
Asst. Secretary

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