

PROCEEDING

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June 30, 2000

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-07/17/00--01124--006
122.50 **78.75

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

Re: CONNECT THE BYTES SOFTWARE, INC.

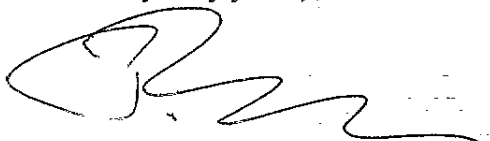
Dear Madam, Sir:

Enclosed are an original and one copy of the Articles of Incorporation of CONNECT THE BYTES SOFTWARE, INC., for filing. Also enclosed is my check in the amount of \$122.50 to cover the cost of the filing fees. Please return a certified copy of the Articles at your earliest convenience.

If you have any questions in regard to the foregoing, or if you require any additional information, please do not hesitate to contact me. Thank you for your kind assistance.

Your cooperation and assistance in this matter are greatly appreciated.

Very truly yours,


Patrick Barbary, Esq.

FILED
00 JUL 17 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures



ARTICLES OF INCORPORATION
OF
CONNECT THE BYTES SOFTWARE, INC.

FILED
00 JUL 17 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida, and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is CONNECT THE BYTES SOFTWARE, INC.

The principal place of business of this corporation shall be 4340 A Fortune Place, West Melbourne, Florida 32904.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4340 A Fortune Place, West Melbourne, Florida 32904, and the name of the initial registered agent of the corporation at that address is Terry Harrison, 4340 A Fortune Place, West Melbourne, Florida 32904.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one. The names and street addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify are:

Terry Harrison, 4340 A Fortune Place, West Melbourne, Florida
32904

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporate life, or until successors are elected or appointed is:

PRESIDENT

Terry Harrison, 4340 A Fortune Place, West Melbourne, Florida 32904

VICE PRESIDENT

Cameron Wakefield, 4340 A Fortune Place, West Melbourne, Florida 32904

ARTICLE X. INCORPORATOR

The name and address of the Incorporator of the corporation who shall hold office for the first year of the corporate life, or until successors are elected or appointed and who signs these Articles of Incorporation is:

Terry Harrison, 4340 A Fortune Place, West Melbourne, Florida 32904

IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set his hand and seal on this 11 day of July, 2000.

Terry Harrison
NAME: Terry Harrison

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, a Notary Public, by Terry Harrison, who is personally known to me or who has produced Id as identification, on this 11th day of July, 2000.

Kathleen Dint

Notary Public

Name:

My Commission Expires May 12, 2001



AGREEMENT TO ACCEPT SERVICE

Having been named to accept service of process for the
aforementioned corporation, at the places designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

Terry Harrison

NAME: Terry Harrison

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, personally appeared Terry Harrison, who is
personally known to me or produced _____ as identification,
on this 11th day of July, 2000.

Kathleen Dinterman

Notary Public

Name:

My Commission



KATHLEEN M. DINTERMAN
COMMISSION # CC 646535
EXPIRES MAY 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
00 JUL 17 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA