



ACCOUNT NO. : 072100000032

REFERENCE : 825910 81505A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 11, 2000

ORDER TIME : 10:50 AM

ORDER NO. : 825910-005

CUSTOMER NO: 81505A

CUSTOMER: Michael Linsky, Esq
Linsky & Reiber

Suite 200
601 East Twigg Street
Tampa, FL 33602

9000003387889--4
-09/11/00--01059--017
*****78.75 *****78.75

DOMESTIC FILING

NAME: ADS2EZ, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 PM 1:37

RECEIVED
00 SEP 11 PM 12:21
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP 11 PM 1:38

ARTICLES OF INCORPORATION

of

ADS2EZ, INC.

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

ADS2EZ, INC.

The principal address of the corporation shall be:

314 Bell Isle

Belleair Beach, Florida 33786

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized to:

Transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100,000,000 shares of stock having a par value of \$.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be in whole or in part canceled and reissued at any time in compliance with the Bylaws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE V

DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors either from the corporation's net earnings or from the surplus of the corporation's assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or shares of the common stock of the corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 601 East Twiggs Street, Suite 200, Tampa, Florida 33602 and the name of the initial registered agent of this corporation at that address is Michael A. Linsky.

ARTICLE VII

DIRECTORS

The Board of Directors of the corporation shall consist of not less than one (1) member, but not more than five (5) members, the exact number shall be determined by the majority of the shareholders with Dennis Campbell being its initial director, and his address is 314 Bell Isle, Belleair Beach, Florida 33786.

ARTICLE VIII

INCORPORATORS

The name and post office address of the incorporator of the Articles of Incorporation is:

Dennis Campbell
314 Bell Isle
Belleair Beach, Florida 33786

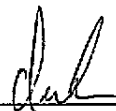
ARTICLE IX
AMENDMENT

The 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 Shareholder's meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 31st day of August, 2000.

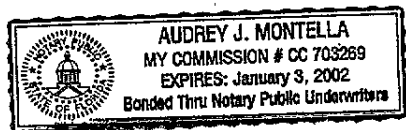


Dennis Campbell
314 Bell Isle
Belleair Beach, Florida 33786
Phone No. 727 593 9691

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared, Dennis Campbell, as incorporator, and who executed the foregoing Articles of Incorporation this 31st day of August, 2000.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 31st day of August, 2000.



Audrey J. Montella

Notary Public, State of Florida

My Commission Expires:

Print name: Audrey J. Montella

() Personally Known

(x) Produced Identification

Type of Identification Florida Drivers License

00 SEP 11 PH 1:38

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

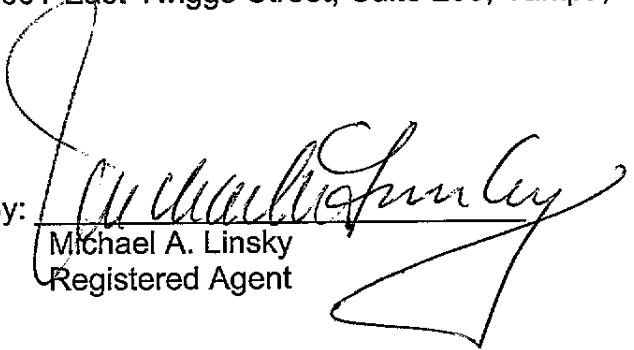
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That ADS2EZ, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Belleair Beach, the County of Pinellas, State of Florida, has named Michael A. Linsky as its agent to accept service of process within the state.

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

REGISTERED OFFICE ADDRESS: 601 East Twiggs Street, Suite 200, Tampa, Florida 33602.

By:


Michael A. Linsky
Registered Agent