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TRANSMITTAL LETTER

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February 27, 2001

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Charles Farrell
12224 High Pine Rd South
Jacksonville, FL 32225

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

SUBJECT: Charles Farrell Consulting, Inc.

Enclosed is the original and 1 copy of the Articles of Incorporation for the Subject Corporation and a check in the amount of \$78.75

Thank you for your assistance.

Sincerely,



Charles Farrell

DAW
3/16/01
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

Charles Farrell Consulting, Inc.

The undersigned Incorporator desiring to form a Corporation in accordance with Chapter 607 of the Florida Statutes and adopt the following Articles of Incorporation.

I. NAME

The name of the corporation shall be Charles Farrell Consulting, Inc.

II. PURPOSE

The purpose of the corporation is to engage in the business of commercial consulting services in the field of e-commerce and e-business technologies. To invest the funds of the corporation in real estate mortgages stocks, bonds, or any other type of investments and to own real and personal property necessary for achieving its corporate purpose. To engage in any other lawful business permitted by the laws and regulations of the state of Florida; To do everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation and in general, either alone or in association with other corporations, firms, or individual to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or the objects of the Corporation.

The foregoing paragraph shall be construed as enumerating both objectives and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

III. DIRECTORS

The board of Directors shall consist of from one to six members.

IV. DURATION

The Corporation is to exist perpetually unless terminated sooner pursuant to the provisions of the bylaws of the Corporation.

V. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having no par value. None of the shares of the Corporation may be issued to anyone other than an individual who has been approved as a shareholder by the Board of Directors

VI. INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

VII. BY-LAWS

The Shareholders and Incorporators shall adopt Bylaws for this Corporation and the Board of Directors may, from time to time, alter, amend or rescind the same majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all the members of the Board of Directors.

VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IX. PRINCIPAL OFFICE OR PLACE OF BUSINESS

The principal office and mailing address of this Corporation is 12224 High Pine Rd South, Jacksonville, Florida 32225.

X. REGISTERD OFFICE AND REGISTERED AGENT

The initial registered agent and the address of the initial registered office of the Corporation in this State is: Ms. Pamela R. Palmer, CPA of Palmer and Traylor, LLC, 101 Century 21 Drive Suite 109, Jacksonville, Florida 32216

XI. INCORPORATOR

The name and post office address of the Incorporator is: Charles Farrell, 12224 High Pine Rd South, Jacksonville, FL 32225

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of February 2001.


Charles Farrell
Incorporator

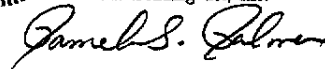
STATE OF FLORIDA

SS:

COUNTY OF DUVAL



Pamela S. Palmer
Commission # CC 962381
Expires Oct. 6, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared Charles Farrell who is well known to be Incorporator described herein and who executed the foregoing Articles of Incorporation of Charles Farrell Consulting, Inc. and that she executed the same as such Incorporator for the purposes herein expressed.

WITNESS my hand and official seal at Jacksonville, Florida on this 27th day of February 2001.

My Commission expires: 10/6/2004

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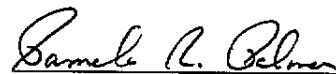
**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**CERTIFICATE DESIGNATION PLACE OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, Charles Farrell Consulting, Inc, is desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at, 12224 High Pine Rd South, Jacksonville, Florida 32225 as its agent to accept service process within this State.

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



Pamela R. Palmer, CPA
REGISTERED AGENT