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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

STATIC, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
STATIC, INC.

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01 DEC 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby subscribe to, acknowledge and file the following Articles of Incorporation, for the purpose of creating a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: **STATIC, INC.**, a Florida corporation.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: Louis J. Terminello, Esq.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133
Tel: (305) 444-5002
Florida Bar No. 872547

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ARTICLE VI - STATUS

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

ARTICLE VII - TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VIII - 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 (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX - PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the principal office and the initial street address, in this state, of this Corporation is: 743 Washington Avenue, Miami Beach, FL 33139, and the address of the initial registered agent of this corporation is:

*LOUIS J. TERMINELLO, ESQ.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133*

ARTICLE X - INITIAL INCORPORATOR

The name and address of the initial incorporator who is signing these articles of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
LOUIS J. TERMINELLO	<i>Terminello & Terminello, P.A. 2700 S.W. 37th Avenue Miami, FL 33133</i>

ARTICLE XI - INITIAL OFFICERS

This corporation shall have at least one (1) director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholder shall by a majority vote, determine that the corporation be managed by the shareholders. The names and post office address of the first officers and directors of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT/DIRECTOR:

PETER THOMAS **743 Washington Avenue
Miami Beach, FL 33139**

VICE-PRESIDENT/DIRECTOR

WINSTON GRAHAM **743 Washington Avenue
Miami Beach, FL 33139**

SECRETARY/DIRECTOR

TERENCE LAWRENCE **743 Washington Avenue
Miami Beach, FL 33139**

TREASURER/DIRECTOR

RICHARD ATKINSON **743 Washington Avenue
Miami Beach, FL 33139**

All of the said Directors and Officers are of full age and are citizens of the United States.

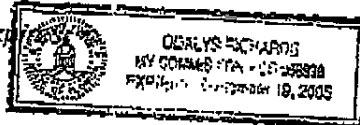
ARTICLE XII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit

SWORN TO AND SUBSCRIBED BEFORE ME this 12th day of December, 2001.

Deals Richards
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires



STATE OF FLORIDA

DEPARTMENT OF THE SECRETARY OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT

UPON WHOM PROCESS MAY BE SERVED

Louis J. Terminello, Esq.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133

The following is submitted, in compliance
with Chapter 48.091, Florida Statutes:

FIRST THAT STATIC, INC., desiring to organize or qualify under the Laws of the State
of Florida, with its principal place of business at the County of Miami-Dade, State of Florida,
has named LOUIS J. TERMINELLO, ESQ., located at: TERMINELLO & TERMINELLO, P.A., 2700
S.W. 37th Avenue, Miami, FL 33133, County of Dade, State of Florida, as its agent to accept
service of process within Florida.

DATED: 12th day of December, 2001.

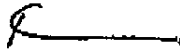
Louis J. Terminello
LOUIS J. TERMINELLO
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED this 12th day of December, 2001.


LOUIS J. TERMINELLO
Registered Agent


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01 DEC 14 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

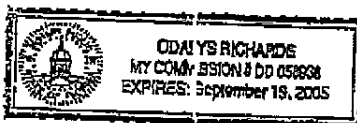
I HEREBY CERTIFY that on this 12th day of December, 2001,, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LOUIS J. TERMINELLO, acknowledged to and before me that he signed and executed the foregoing instrument as Incorporator of the Articles of Incorporation of STATIC, INC., for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, the day and year last above written.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires

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