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01 DEC 28 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2001

ORDER TIME : 10:21 AM

ORDER NO. : 556082-005

CUSTOMER NO: 7133928

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*****70.00 *****70.00

CUSTOMER: George J. Straschnov, Esq
Capital Markets Group, Inc.

373 Braden Avenue

Sarasota, FL 34243

DOMESTIC FILING

NAME: ACERTION INTERNET, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

PS 12/28/01

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01 DEC 28 PM 11:23
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TALLAHASSEE, FLORIDA

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01 DEC 28 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ACERTION INTERNET, INC.

The undersigned, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1. NAME

- 1.1) Name. The name of the corporation shall be: **ACERTION INTERNET, INC.**

ARTICLE 2. NATURE OF BUSINESS

- 2.1) Nature of Business. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 3. CAPITAL STOCK

- 3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of Common Stock, having a par value of \$0.01 per share.

- 3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such

Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment of Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment or the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders of the Common Stock, from time to time shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE 4. PERIOD OF DURATION

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5. REGISTERED AGENT AND ADDRESS

5.1) Address. The principal business address of the corporation shall be 373 Braden Avenue, Suite 101, Sarasota, FL 34243. The mailing address of the corporation shall be 373 Braden Avenue, Suite 101, Sarasota, FL 34243. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the corporation shall be Jeffrey B. Nelson, 373 Braden Avenue, Suite 101, Sarasota, FL 34243.

ARTICLE 6. DATA RESPECTING DIRECTORS

6.1) Initial Board of Directors. The initial Board of Directors shall consist of two (2) members.

The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the members of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until his successors shall have been elected and qualified is:

Jeffrey B. Nelson, 373 Braden Avenue, Suite 101, Sarasota, FL 34243.

Gerald Blackie, 373 Braden Avenue, Suite 101, Sarasota, FL 34243.

ARTICLE 7. INCORPORATOR

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is Jeffrey B. Nelson, 373 Braden Avenue, Suite 101, Sarasota, FL 34243.

**ARTICLE 8.
PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION**

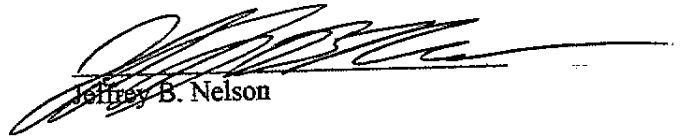
8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation..

ARTICLE 9. AMENDMENTS

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto, subject to this reservation.

ARTICLE 10. BEGINNING OF CORPORATE EXISTENCE

10.1) Beginning of Corporate Existence. Corporate existence shall begin on the same date these Articles are received by the Secretary of State.

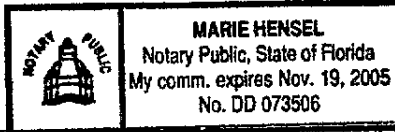

Jeffrey B. Nelson

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27 day of December, 2001 by Jeffrey B. Nelson.



NOTARY PUBLIC—STATE OF FLORIDA



[Print, type, or stamp commissioned name of notary]

[one only]

Personally known
 Produced identification

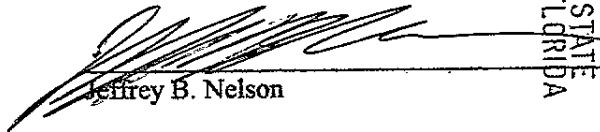
Type of identification produced FZDL

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

ACERTION INTERNET, INC.

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

First, that ACERTION INTERNET, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Sarasota, State of Florida, has named Jeffrey B. Nelson, 373 Braden Avenue, Suite 101, Sarasota, FL 34243, County of Sarasota, State of Florida, its agent to accept service of process within this state.


Jeffrey B. Nelson

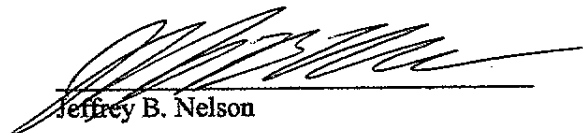
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT:

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 the provisions of said Act relative to keeping open said office.


Jeffrey B. Nelson