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TRANSMITTAL LETTER

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

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-01/22/02--01043--012
***128.75 ***128.75

SUBJECT: AirTime Technologies, Inc

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FILED
02 JAN 22 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: DEAN KEIL, President

Name (Printed or typed)

6415 LAKE WORTH Rd Suite 204

Address

LAKE WORTH FL 33463

City, State & Zip

(851) 969-3870

Daytime Telephone number

J. BRYAN JAN 29 2002

CERTIFICATE OF DOMESTICATION

The undersigned, DEAN KEIL, President
(Name) (Title)
of AirTime Technologies, Inc a foreign Corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

1. The date on which corporation was first formed was April 10, 2000.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was AirTime Technologies, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is AirTime Technologies, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was STATE OF DELAWARE.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of AirTime Technologies, Inc
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 30 day of October, 2001.


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

In compliance with Chapter F.S., 607.

ARTICLE I NAME

The name of the corporation shall be:

AirTime Technologies, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

*6415 Lake Worth Rd Suite 204
Lake Worth FL 33463*

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Transaction Processing

ARTICLE IV SHARES

The number of shares of stock is:

3,000,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

*DEAN KEIL
6415 Lake Worth Rd
#204
Lake Worth FL 33463*

*DONNA KEIL
6415 Lake Worth Rd
#204
Lake Worth FL 33463*

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

*DEAN KEIL
6415 Lake Worth Rd #204
Lake Worth FL 33463*

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

*DEAN KEIL
6415 Lake Worth Rd #204
Lake Worth FL 33463*

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

[Signature]

Signature/Registered Agent

10/20/01

Date

[Signature]

Signature/Incorporator

10/20/01

Date

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