

**Electronic Articles of Incorporation
For**

**P02000041649
FILED
April 17, 2002
Sec. Of State**

ASP AMERICA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ASP AMERICA, INC.

Article II

The principal place of business address:

1000 PONCE DE LEON BLVD
SUITE 201-B
CORAL GABLES, FL. 33134

The mailing address of the corporation is:

1000 PONCE DE LEON BLVD
SUITE 201-B
CORAL GABLES, FL. 33134

Article III

The purpose for which this corporation is organized is:

ASP AMERICA, INC. IS A TECHNOLOGY SOLUTIONS PROVIDER THAT
DELIVERS MICROSOFT APPLICATIONS AND OTHER INTERNET RELATED
SERVICES VIA THE INTERNET ON A SUBSCRIPTION BASIS.

Article IV

The number of shares the corporation is authorized to issue is:

200,000,000

Article V

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

LILLIAN L LANZOT
1000 PONCE DE LEON, BLVD
SUITE 201-B
CORAL GABLES, FL. 33134

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: LILLIAN L. LANZOT

Article VI

The name and address of the incorporator is:

LILLIAN L. LANZOT
1000 PONCE DE LEON BLVD
SUITE 201-B
CORAL GABLES, FL 33134

Incorporator Signature: LILLIAN L. LANZOT

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ROGER P SALANDY
1000 PONCE DE LEON BLVD, SUITE 201-B
CORAL GABLES, FL. 33134

Title: V
LILLIAN L LANZOT
1000 PONCE DE LEON BLVD, SUITE 201-B
CORAL GABLES, FL. 33134