

PO2000052181

EFFECTIVE DATE
5-1-02

Mark Thompson
114 Lake Avenue
Suite 3
Auburndale, FL 33823

April 24, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700005480697--4

-05/07/02--01034--008

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

Subject: Lakeland Quality Nets, Incorporated

Attached please find an original and one (1) copy of the Articles of Incorporation of Lakeland Quality Nets, Incorporated, Certificate of Designation Registered Agent/ Registered Office and a check for the amount of \$78.75.

From: Mr. Mark S. Thompson
114 Lake Avenue
Suite 3
Auburndale, FL 33823
(863) 802-0854
(863) 968-1883
FAX: (863) 551-3551

FILED
02 MAY -7 PM 6:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/10/02

S.

EFFECTIVE DATE
5-01-02

FILED

ARTICLES OF INCORPORATION

02 MAY -7 PM 6:13

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAKELAND QUALITY NETS, INCORPORATED

ARTICLE ONE

The name of the corporation is Lakeland Quality Nets, Incorporated.

ARTICLE TWO

The Corporation shall be effective May 1, 2002. The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The classes, number and par value of shares which the corporation shall have authority to issue without further report to the Secretary of State are:

Class of shares:	Number of shares:	Par value of shares:
Common	50,000	\$ 1.00
Preferred Series A: 8% Cumulative Nonparticipating	10,000	\$100.00
Preferred Series B: 6% Cumulative Participating Convertible	20,000	\$ 50.00

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be 8115 U S Hwy 98 North, Lakeland, Florida 33809.

ARTICLE SIX

The street address of its initial registered office is 8115 U S Hwy 98 North, Lakeland, Florida, and the name of its initial registered agent at such address is Barbara Beach.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until the director's successor is elected and qualified is:

Name:	Mailing address:
Jona Beach	8115 U S Hwy 98 North, Lakeland, Florida 33809.
Barbara Beach	8115 U S Hwy 98 North, Lakeland, Florida 33809.

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is:

Name:	Mailing address:
Mark Thompson	114 East Lake Avenue, Suite 3, Auburndale, Florida 33823-3465

ARTICLE TEN

The powers of the incorporator ceases upon the filing of the Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this date 24th day of April, 2002.


Incorporator

CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE

FILED
02 MAY -7 PM 6:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Lakeland Quality Nets, Incorporated.
2. The name and address of the registered agent and office is:

Barbara Beach
8115 U S Hwy 98 North
Lakeland, Florida 33809

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barbara Beach

Barbara Beach

4-24-02

Date