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May 8, 2002

State of Florida  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

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-05/10/02--01011--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attention: Domestic Charter Filing Division:

RE: Integrity Networks, Inc.

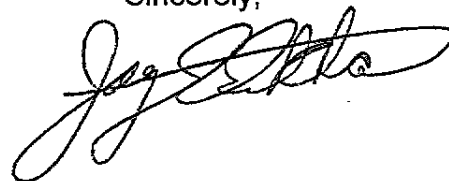
Dear Sir or Madam:

Please find attached the Charter for the above referenced domestic corporation together with a check for the \$70 filing fee and \$8.75 certified copy fee.

A return FedEx prepaid envelope is attached for return to me of the Certified Copy.

Thank you.

Sincerely,



FILED  
02 MAY -9 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE MAY 13 2002

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**ARTICLES OF INCORPORATION**

**of**

**INTEGRITY NETWORKS, INC.**

**FILED**

**02 MAY -9 PM 2: 18**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

These Articles constitute the Articles of Incorporation of Integrity Networks, Inc.

**Article I-Name**

The name of the Corporation is Integrity Networks, Inc.

**Article II-Purposes for Which Corporation is Formed**

The Corporation is organized for the purpose of transacting any and all business of which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time-to-time.

**Article III-Duration**

The term of existence of the Corporation is perpetual.

**Article IV-Capitalization**

The Corporation is authorized to issue 100 shares of common stock, par value \$.0001 per share.

**Article V-Indemnification**

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"), (c) is or was an officer of the Corporation, provided that any such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an

officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of costs to any court of competent jurisdiction.

#### **Article VI-Control Share Acquisition**

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time-to-time, concerning control share acquisitions.

#### **Article VII-Affiliated Transactions**

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time-to-time, concerning affiliated transactions.

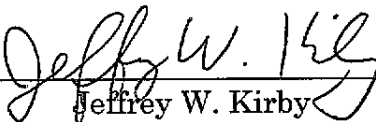
#### **Article VIII-Bylaws**

The Board of Directors and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

#### **Article IX-Registered Office and Initial Mailing Address**

The street address of the registered office and the initial mailing address of the Corporation are 4163 North Haverhill, Suite 1207, West Palm Beach, Fl 33417 and the name of the registered agent at that address is Jeffrey W. Kirby.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3<sup>rd</sup> day of May, 2002.

  
\_\_\_\_\_  
Jeffrey W. Kirby  
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: May 3, 2002

  
\_\_\_\_\_  
Jeffrey W. Kirby

FILED  
02 MAY -9 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA