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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 31 AM 9:05

OMNI

TAX & FINANCIAL ADVISORS, LLC

REGISTERED INVESTMENT ADVISORS

PD20000060617

May 29, 2002

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000005663330--8
-06/03/02--01004--005
*****78.75 *****78.75

Dear Sirs:

Attached are the Articles of Incorporation for NetMaxx Inc. along with a check made payable to the Division of Corporations for \$78.75.

Please send the certified copy of the Articles to:

Brian Hershberger
Omni Tax & Financial Advisors
5440 Mariner St. Suite 102
Tampa, Florida 33609

If you have any questions or require more information, please contact me @ (813)281-0028.

Sincerely,

Brian Hershberger

BH/sg

enclosures: Articles of Incorporation (2)
Check (1)

Planning For Your Future...Now

5440 Mariner Street, Suite 102 • Tampa, FL 33609-3414 • Office: 813.281.0028 • Fax: 813.288.8824
28100 U.S. Hwy. 19 N., Suite 403 • Clearwater, FL 33761 • Office: 727.712.3100 • Fax: 727.712.3900
Website: www.omniadvisors.com

for
6-3 (6)

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ARTICLES OF INCORPORATION

OF

NetMaxx Inc.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida; do hereby certify as follows:

ARTICLE I

The name of the corporation shall be:

NetMaxx Inc.

ARTICLE II

The Corporation shall be entitled to engage in any activity permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of the corporation shall be divided into shares of \$1.00 par value, with 1000 shares of common authorized, and each share shall entitle the holder thereof to vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation fixed by the incorporators or by the board of directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

The amount of capital with this corporation shall begin business will be a minimum of \$1000.00.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 6101 Sanctuary Garden Blvd., Port Orange, Florida 32119 , but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

The Registered Agent of this Corporation shall be: Jeffrey Yates
6101 Sanctuary Garden Blvd.
Port Orange, Florida 32119

ARTICLE VII

The board of directors of the Corporation shall not be less than one (1) nor more than (7) unless otherwise provided by the By-Laws. A quorum for the transaction of business shall be a majority of Directors qualified and acting unless otherwise provided in the By-Laws. The directors may make or amend the By-Laws: the meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as Director.

ARTICLE VIII

The name and address of the Board of Directors who shall hold office for the first year or until successors are duly elected and qualified shall be:

President - Jeffrey Yates

6101 Sanctuary Garden Blvd
Port Orange, Florida 32119

Vice President - Tim Angus

6101 Sanctuary Garden Blvd
Port Orange, Florida 32119

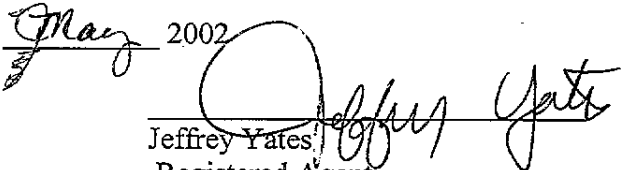
ARTICLE IX

The time and place of the annual stockholders meeting shall be on January 1st of each and every year at the principal office of the Corporation unless otherwise fixed in the By-Laws or the resolution of the Board of Directors and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by Stockholders at their annual meeting or at a special meeting held for the purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting and the Board shall have the right to increase or decrease its number of Directors within the limits of this Charter.

IN WITNESS WHEREOF: I, the subscriber have executed these Articles of

Incorporation this 24th day of May 2002


Jeffrey Yates
Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public, Duly authorized to take acknowledgements in the State and County named above, personally appeared Jeffrey Yates to me well known to be the person described in the foregoing Articles of Incorporation, as subscriber and who executed the foregoing and acknowledged that he subscribed to these Articles of Incorporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 24th day of May 2002.

Jessie M. Gonzalez

Notary Public

My commission expires:



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

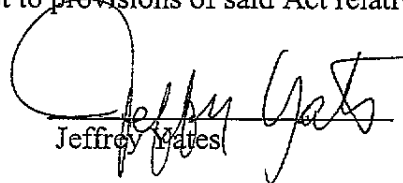
In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST---that desiring to organize under the laws of the State of Florida with its principal office as indicated on the Articles of Incorporation, NetMaxx Inc. has named Jeffrey Yates as its agent to accept services of process within the State at:

6101 Sanctuary Garden Blvd.
Port Orange , Florida 32119

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to provisions of said Act relative to keeping open said office.


Jeffrey Yates