

**Electronic Articles of Incorporation
For**

**P02000089828
FILED
August 19, 2002
Sec. Of State**

TIER 3 COMMUNICATIONS, 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:

TIER 3 COMMUNICATIONS, INC.

Article II

The principal place of business address:

2235 FIRST ST.
SUITE 217
FT. MYERS, FL. 33901

The mailing address of the corporation is:

2235 FIRST ST.
SUITE 217
FT. MYERS, FL. 33901

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

4,000,000, PAR VALUE \$.001 PER SHARE.

Article V

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

KIM C BROWN
6802 GRIFFIN BLVD
FT. MYERS, FL. 33908

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

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Registered Agent Signature: KIM C BROWN

Article VI

The name and address of the incorporator is:

KIM C. BROWN
6802 GRIFFIN BLVD
FT. MYERS, FL 33908

Incorporator Signature: KIM C BROWN

Article VII

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

Title: P,D
GARY WALKER
2235 FIRST ST. #217
FT. MYERS, FL. 33901

Title: S,D
STEVE WARD
2235 FIRST ST. #217
FT. MYERS, FL. 33901

Article VIII

The effective date for this corporation shall be:

08/19/2002