GUIT TAX INC. 7500065776 ACCOUNTANTS, TAX CONSULTANT

Secretary of State, Division of Corporations, P.O. Box 6327, Tallahassee, FI 32314.

Monday, August 21, 1995

Re:- EAGLE COMPUTER SYSTEMS INC.

Gentlemen,

Enclosed please find the original and one copy of Articles of Incorporation, together with our check in the amount of \$70.00 payable to Secretary of State.

This represents the cost of Filing Fees and Fee for Registered Agent Designation for the above corporation.

Sincerely.

300001557753 -08/23/95--01075--006 +****70,00 *****70,00

BRIAN LIGHT

EAGLE COMPUTER SYSTEMS INC.

MAILING ADDRESS OF CORPORATION

EAGLE COMPUTER SYSTEMS INC. c/o GULF TAX INC. - BRIAN LIGHT 6860 GULFPORT BLVD., SUITE 900 ST PETERSBURG FL 33707-2108 PHONE (813) 345 7359 FAX (813) 347 7887

MAILING ADDRESS

c/o GULF TAX INC. 6860 GULFPORT BLVD., STE. 6900 ST. PETERSBURG, FL 33707

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ARTICLES OF INCORPORATION

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EAGLE COMPUTER SYSTEMS INC.

The Undersigned Subscriber To These Articles Of Incorporation, A Natural Person Competent To Contract, Hereby Forms A Corporation Under The Laws Of The State Of Florida.

ARTICLE 1 - CORPORATE NAME

The Name Of The Corporation is EAGLE COMPUTER SYSTEMS INC.

ARTICLE 2 - DURATION

This Corporation Shall Exist Perpetually Unless Dissolved According To Florida Law.

ARTICLE 3 - PURPOSE

The Corporation is Organized For The Purpose Of Engaging in Any Activities Or Business Permitted Under The Laws Of The United States And The State Of Florids.

ARTICLE 4 - CAPITAL STOCK

The Corporation is Authorized To Issue One Hundred Thousand Shares (100,000) Of No Par Value Common Stock, Which Shall Be Designated "Common Stock"

ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT

The Principal Office, if Known, Or The Mailing Address Of The Corporation is;

EAGLE COMPUTER SYSTEMS INC., C/O GULF TAX INC. - BRIAN LIGHT 6860 GULFPORT BLVD., SUITE 900, ST. PETERSBURG FL 33707 The Name And Street Address Of The Initial Registered Agent Of The Corporation is;

> GULF TAX INC. - C/O BRIAN LIGHT 6860 GULFPORT BLVD., SUITE 900, ST. PETERSBURG FL 33707

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This Corporation Shall Have Two (2) Directors Initially. The Number Of Directors May Be Either Increased Or Diminished From Time To Time By The By-Laws Of The Corporation, But Shall Never Be Less Than One (1). The Names And Addresses Of The Initial Directors Of The Corporation Are As Follows;

COLIN R RACEY C/O GULF TAX INC., 8860 GULFPORT BLVD., SUITE SOO ST. PETERSBURG FL 33707

ROSSLYN RACEY C/O GULF TAX INC., 6860 GULFPORT BLVD, SUITE 900 ST. PETERSBURG FL 33707

ARTICLE 7 - INCORPORATORS

The Name And Address Of The Incorporator Signing These Articles Of Incorporation is As Follows;

GULF TAX INC - BRIAN LIGHT 6860 GULFPORT BLVD, SUITE 900 ST. PETERSBURG FL 33707

In Witness Whereof, The Undersigned Subscriber Has Executed These Articles Of Incorporation This 21 St Day Of August, 1995.

Director, Gulf Tax Inc.

State Of Florida

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County Of Pincilas

Before Me, A Notary Public Authorized To Take Acknowledgments In The State And County Set Forth Above, Personally Appeared;

> BRIAN LIGHT, DIRECTOR - GULF TAX INC. 6860 GULFPORT BLVD., SUITE 900 ST. PETERSBURG FL 33707

Known To Me And Known To Be The Person Who Executed The Foregoing Articles Of Incorporation, And Who Acknowledged Before Me That He Executed These Articles Of Incorporation.

In Witness Whereof, I Have Hereunto Affixed My Hand And Seal, In The State And County Aforesald, This 21 St Day Of August, 1995

(Notary Scal)

(Notary Public, State Ot Florida At Large

My Commission Expires;



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CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT <u>O</u>E EAGLE COMPUTER SYSTEMS INC.

Pursuant To Florida Statutes Sections 48.091 And 607.0501, The Following Is Submitted: The Above Corporation Desiring To Organize Under The Laws Of The State Of Florida With Its Registered Office As Indicated in The Articles Of Incorporation At;

6860 GULFPORT BLVD., SUITE 900 ST. PETERSBURG FL 33707

Has Named Gulf Tax inc. C/O Brian Light Located At The Aforesaid Address, As its Registered Agent To Accept Service Of Process Within This State.

ACKNOWLEDGMENT

Having Been Named As Registered Agent To Accept Service Of Process For The Above Stated Corporation At The Place Designated in This Certificate, And Being Familiar With The Obligations Of That Position, I Hereby Accept To Act in This Capacity. And Agree To Comply With The Provisions Of Florida Law In Keeping Open Said Office

President, Gulf Tax Inc.