

P960000/5560

TRANSMITTAL LETTER

Department of State
Division of corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: HalNet Inc.

Enclosed please find one copy of the articles of incorporation for the above corporation and check in the amount of Seventy dollars.

FROM: HalNet Inc.
27 Northwest 84th Street
Gainesville, FL 32607
Voice: (904) 332-5169
Fax: (904) 331-2964

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SN FEB 20 1996

FILED
FEB 16 AM 10:05
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

HalNet, Inc.

And the principal office of the Corporation shall be:

27 Northwest 84 Street
Gainesville, FL 32607

ARTICLE II
NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock authorized, the par value thereof and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	\$1.00	Common

ARTICLE IV
PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE V
INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:	Robert E. Holley
INITIAL REGISTERED OFFICE:	27 N.W. 84 Street Gainesville, FL 32607

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
ROBERT E. HOLLEY	27 Northwest 84 Street Gainesville, FL 32607
JOHN AVERITT	27 Northwest 84 Street Gainesville, FL 32607
DEBORAH M. LANCASTER	27 Northwest 84 Street Gainesville, FL 32607

ARTICLE VII
INCORPORATOR

The name and address of each incorporator executing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
ROBERT E. HOLLEY.	27 Northwest 84 Street Gainesville, FL 32607
JOHN AVERITT	27 Northwest 84 Street Gainesville, FL 32607
DEBORAH M. LANCASTER	27 Northwest 84 Street Gainesville, FL 32607

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X
AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 17th day of January, 1996.




ROBERT E. HOLLEY
Incorporator

STATE OF FLORIDA)
COUNTY OF ALACHUA)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and County set forth above, personally appeared ROBERT E. HOLLEY, known to me or who did produce FL.D. # H400 765-6727 as identification, and know by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 9th day of Feb, 1996.



NOTARY PUBLIC



ARACELIS VENTURA
COMMISSION # CC 511719
EXPIRES NOV 26, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

HalNet, Inc., desiring to organize under the laws of the state of Florida, with its principle office, as indicated in the Articles of Incorporation in the County of Alachua, State of Florida, has named ROBERT E. HOLLEY, located at 27 Northwest 84 Street, Gainesville, Florida, 32607, County of Alachua, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY:


ROBERT E. HOLLEY
Resident Agent

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TALLAHASSEE, FLORIDA