

P96000030236  
MAGNETT  
CONSULTING, INC.

EFFECTIVE DATE  
March 25, 1996

400001766554  
-04/02/96--01082--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

March 25, 1996

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: MAGNETT CONSULTING, INC.  
Certificate of Incorporation

Dear Sirs:

Enclosed please find the Certificate of Incorporation for the above referenced corporation. Also enclosed is a check to cover all necessary fees. Certified copies are not needed. Thank you for your prompt attention to this matter.

Sincerely,

Jane E. Maggio

Jane E. Maggio  
Registered Agent

Enclosures

FILED  
96 APR -1 AM 10:23  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

GB 4/8/96

**Certificate of Incorporation**  
**MAGNETT CONSULTING, INC.**

96 APR -1 AM 10:23

**ARTICLE I - NAME**

The name of this incorporation shall be **MAGNETT CONSULTING, INC.**

**EFFECTIVE DATE**

*March 2, 1996*

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America, or the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be fifty million (50,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

**ARTICLE IV - INITIAL CAPITAL**

The corporation shall begin with Five Hundred and no/100 dollars (\$500.00) as the minimum paid in capital.

**ARTICLE V - TERM OF EXISTENCE**

The corporation shall have a perpetual existence.

**ARTICLE VI - PRINCIPAL OFFICE**

The address of the principal office shall be: 519 Lantern Circle, Tampa, Florida 33617

The address of the registered office shall be: 519 Lantern Circle, Tampa, Florida 33617

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be: Jane E. Maggio, whose address is 519 Lantern Circle, Tampa, Florida 33617.

## **ARTICLE VII - BOARD OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1), and not more than five (5) directors. Each officer and director shall hold office until his or her successor is elected and qualified, provided however that a majority of the stockholders may, at a regular or a special meeting, remove any officer or director with or without cause. The duties, powers and functions of the officers and directors of this corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

## **ARTICLE VIII - ORIGINAL DIRECTORS**

The original directors of this corporation shall be:

<u>NAME:</u>	<u>ADDRESS</u>	<u>TITLE</u>
Dominick F. Maggio	519 Lantern Circle, Tampa, Florida 33617	Chairman/Pres.
Eugene L. Cornett, Jr.	21437 Clubside Loop, Lutz, Florida 33549	Vice President
Jane E. Maggio	519 Lantern Circle, Tampa, Florida 33617	Secretary/Treasurer

## **ARTICLE IX - ORIGINAL SUBSCRIBERS**

The original subscribers to this corporation shall be:

<u>NAME:</u>	<u>ADDRESS</u>	<u>NO. of SHARES</u>
Dominick F. Maggio	519 Lantern Circle, Tampa, Florida 33617	50,000
Eugene L. Cornett, Jr.	21437 Clubside Loop, Lutz, Florida 33549	50,000

## **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders by them, and approved at the stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless, however, all of the Board of Directors and all of the stockholders sign a written statement manifesting their intention to amend a certain article herein.

## **ARTICLE XI - SPECIAL POWERS**

The following special powers, provisions, privileges and limitations shall be applicable to and govern this corporation.

No contract or any other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by, or invalidated by the fact that any of the directors of this corporation, provided however, that the fact that such director is interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, any be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction as if he were not such director or officer of such corporation and not so interested.

**ARTICLE XII - DATE OF EXISTENCE**

The date when this corporation shall begin its existence is: March 25, 1996.

We, the undersigned, being the original subscribers to this corporation, and the capital stock therein, for the purposes of forming a corporation to do business within and without the State of Florida, in pursuance of the General Laws of the State of Florida, Chapter 607, F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and do agree to take the number of shares set opposite our names.

In Witness Whereof, we have hereunto set our hands and seals this 27<sup>th</sup> day of March, 1996.

Dominick F. Maggio  
Dominick F. Maggio  
Director/Subscriber

Jane E. Maggio  
Jane E. Maggio  
Director

Sworn to and subscribed before me this 29 Day of March, 1996.

My Commission expires:

Christine M. Christoff  
Notary Public - State At Large



CHRISTINE M. CHRISTOFF  
My Commission CC490603  
Expires Oct. 06, 1999

**MAGNETT**  
CONSULTING, INC.

95 APR -1 APR -23  
APR -23

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM SERVICE  
OF PROCESS IS BINDING AND ACCEPTANCE OF AGENT**

In pursuance of Chapter 40.091 Florida Statutes, the following is submitted in compliance with said Act.

The corporation, **MAGNETT CONSULTING, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business at 519 Lantern Circle, Tampa, Florida 33617, has named Jane E. Maggio as its Agent to accept service of process within the State of Florida.

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation at the address which is designated in this Certificate of Incorporation, I hereby accept to act in this capacity, and I agree to comply with the provisions of said act relative to keeping said office open.

Jane E. Maggio  
Jane E. Maggio  
Registered Agent

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 , TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

**ADDRESS**

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

Amendment  
2/25/97  
JC

**BY** \_\_\_\_\_

WALK-IN  
Will Pick Up 2/27/11

\_\_\_\_\_

97 FEB 21 PM 4:21 S  
 SEU:R:100 OF STATE  
 TALLY:13356 FLORIDA

\_\_\_\_\_

RECEIVED  
FEB 21

**THANK YOU**  
from  
**Your Capital Connection**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 25, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: MAGNETT CONSULTING, INC.  
Ref. Number: P96000030236

*Corrected*

We have received your document for MAGNETT CONSULTING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 797A00009783

*RECEIVED  
FEB 27 1997  
CORPORATION*

*Articles Of Amendment*  
to the  
*Articles Of Incorporation*  
of  
**MAGNETT CONSULTING, INC.**

FILED  
97 FEB 21 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation, **MAGNETT CONSULTING, INC.** (P96000030236) adopts the following Articles of Amendment to its Articles of Incorporation:

**AMENDMENT I - CAPITAL STOCK**

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be fifty million (50,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

**AMENDMENT II - PRINCIPAL OFFICE & AGENT**

The address of the principal office shall be: 2327 Destiny Way, Odessa, Florida 33556  
The address of the registered office shall be: 519 Lantern Circle, Tampa, Florida 33617

**AMENDMENT III - REGISTERED AGENT**

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be: Mr. Dominick F. Maggio, whose address is 519 Lantern Circle, Tampa, Florida 33617.

**AMENDMENT IV - BOARD OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1), with the number of directors increased or diminished from time to time by the ByLaws, but shall never be less than one (1). Each officer and director shall hold office until his or her successor is elected and qualified, provided however that a majority of the stockholders may, at a regular or a special meeting, remove any officer or director with or



corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

**AMENDMENT V - DIRECTORS**

The amended directors of this corporation shall be:

<u>NAME:</u>	<u>ADDRESS</u>	<u>TITLE</u>
Dominick F. Maggio	519 Lantern Circle, Tampa, Florida 33617	President/CEO
Eugene L. Cornett, II	21437 Clubside Loop, Lutz, Florida 33549	Chairman
Kelly A. Krcmaric	5040 Farnsworth Ln., N. Port Richey, FL 34653	Secretary/Treasurer
Norman J. Klein, Esq.	CAY LITE, a BWI Corporation Kirk House, Third Floor Albert Panton Street, P.O. Box 481-G Grand Cayman, Cayman Islands, BWI	Director

**AMENDMENT VI - SUBSCRIBERS**

The subscribers to this corporation shall be:

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES:</u>
Eugene L. Cornett, II	21437 Clubside Loop, Lutz, Florida 33549	330,000
Dominick F. Maggio	519 Lantern Circle, Tampa, Florida 33617	330,000
Kelly A. Krcmaric	5040 Farnsworth Ln., N. Port Richey, FL 34653	10,000
Norman J. Klein, Esq.	CAY LITE, a BWI Corporation Kirk House, Third Floor Albert Panton Street, P.O. Box 481-G Grand Cayman, Cayman Islands, BWI	330,000

**AMENDMENT VII - SPECIAL POWERS**

The following special powers, provisions, privileges and limitations shall be applicable to and govern this corporation.

No contract or any other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by, or invalidated by the fact that any of the directors of this corporation, provided however, that the fact that such director is interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, any be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction as if he were not such director or officer of such corporation and not so interested.

The Amendments were adopted by the Board of Directors at a Board Meeting on February 18, 1997, without shareholder action and shareholder action was not required. The votes cast were more than sufficient for approval..

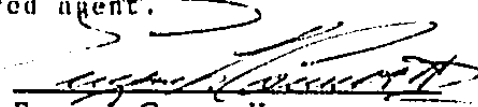
Signed this 18th day of February, 1997.

**MAGNETT CONSULTING, INC.**

I hereby am familiar with  
and accept the duties as registered agent.

By:

  
Dominick F. Maggio  
President/CEO  
Registered Agent

  
Eugene L. Cornett, II  
Chairman of the Board

**MAGNETT CONSULTING, INC.**

2327 DESTINY WAY ❖ ODESSA, FLORIDA 33556 ❖ (813) 375-0030 ❖ FAX:(813) 376-5211