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Clement H. White

ATTORNEY AT LAW
6261 Third Avenue North
St. Petersburg, Florida 33710
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June 13, 1996

Business Organization Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/21/96--01119--002
*****70.00 *****70.00

Re: CAPSNet, Inc.

Dear Gentlemen:

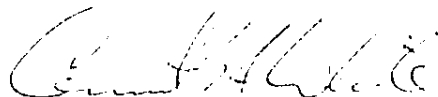
Enclosed please find the following items submitted for
the filing of a Florida Incorporation per Florida Statutes:

- Articles of Incorporation (2 copies)
- Check in the amount of \$70.00
- Incorporation Fee - 35.00
- Registered Agent Fee - \$35.00

EFFECTIVE DATE
July 1, 1996

If all is in order, please send your Letter of Notification
and one copy of the Articles to the letterhead address.

Sincerely,



Clement H. White

enc.

FILED
96 JUN 21 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

63 6/24/96

ARTICLES OF INCORPORATION
OF
CAPSNet, Inc.

FILED
96 JUN 21 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge and file with the Secretary of State of Florida under the Florida Corporation Act, Florida Statutes Chapter 607 these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE
July 1, 1996

ARTICLE ONE

Name. The name of the corporation is to be CAPSNet, Inc.

ARTICLE TWO

Address. The address of the principal office and the mailing address of this corporation shall be: 6261 Third Avenue North, St. Petersburg, FL 33710.

ARTICLE THREE

Duration. The duration of the corporation is perpetual, beginning July 1, 1996.

ARTICLE FOUR

Purposes. The corporation may engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE FIVE

Capital Stock. The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any

meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the corporate officers at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE SIX

Principal Office and Initial Registered Office and Agent. The street address and mailing address of the principal office and initial registered office of the corporation is 6162 Third Avenue North, St. Petersburg, Florida 33710, and the name of its initial registered agent at that address is CLEMENT H. WHITE.

ARTICLE SEVEN

Incorporators. The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Clement H. White	6261 Third Avenue North, St. Petersburg, FL 33710

ARTICLE EIGHT

Bylaws. The Bylaws of the corporation are to be made and adopted by the Stockholders, and may be altered, amended or rescinded by the Stockholders.

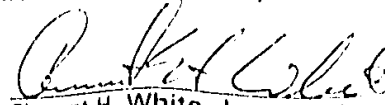
ARTICLE NINE

Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the stockholders and officers are subject to this reservation.

ARTICLE TEN

Indemnification. The corporation shall have the power to indemnify each officer, including former officers, to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated on this 18 day of June, 1996.

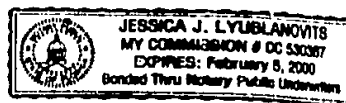

Clement H. White, Incorporator
FID. 12345 108 454570


STATE OF FLORIDA
COUNTY OF PINELLAS

The forgoing Articles of Incorporation were acknowledged before me by Clement H. White, who is personally known to me.

WITNESS my hand and official seal this 18 day of June, 1996.


(SEAL)




Notary Public
Jessica J. Lyublanovits

Registered Agent's Acceptance

Having been named to accept service of process for the above named corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Clement H. White,
Initial Registered Agent

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96 JUN 21 PM 1:52
CLERK OF STATE
TALLAHASSEE FLORIDA