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George Moreau, CPA

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October 29, 1996

Florida Department Of State
Division Of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

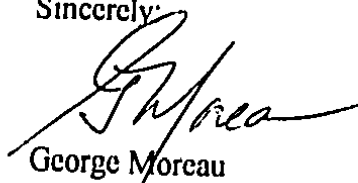
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Dear Sirs:

Enclosed is the Articles of Incorporation for HeadDotNet Technologies, Inc.
and a check for the filing fee and a copy back to us in the amount of \$122.50.

Thank you for your assistance in this matter.

Sincerely,


George Moreau

Dmc 11/7/96

EFFECTIVE DATE

10-29-96

FILED
96 NOV -4 PM 4:15
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
HeadDotNet Technologies, Inc.

FILED
96 NOV -4 PM 4:15
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The Name of this corporation shall be *HeadDotNet Technologies, Inc.* EFFECTIVE DATE

ARTICLE II - NATURE OF BUSINESS

10-29-96

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at any one time shall be 7,500 shares of common stock at the par value of \$.01 per share, upon which there are no preemptive rights except to the extent specified by the by-laws.

ARTICLE IV - INITIAL CAPITAL

This corporation shall begin with Five Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The address of the principal office of this corporation is: 14188 Fennsbury Dr., Tampa, Florida 33624.

ARTICLE VII - ORIGINAL SUBSCRIBERS

The original subscribers to this corporation are:

George Moreau
Douglas Landback

14188 Fennsbury Dr., Tampa, Florida 33624
4004 Clark Ave. So., Tampa, Florida 33611

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ARTICLE VIII - BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than two (2) and not more than five (5) directors. Each director shall hold office until a successor is elected.

ARTICLE IX - ORIGINAL DIRECTORS

The original directors of this corporation shall be:

George Moreau	14188 Fennsbury Dr., Tampa, Florida 33624
Douglas Landback	4004 Clark Ave. So., Tampa, Florida 33611

ARTICLE X - REGISTERED AGENT

The registered agent for *HeadDotNet Technologies, Inc.* shall be:
George Moreau. 14188 Fennsbury Dr., Tampa, Florida 33624

REGISTERED AGENT STATEMENT

I am familiar with the duties and responsibilities of a registered agent in the state of Florida and agree to accept those duties and responsibilities for *HeadDotNet Technologies, Inc.*


George Moreau

10/29/96
Date

ARTICLE XI - DATE OF EXISTENCE

The date when *HeadDotNet Technologies, Inc.* shall begin its corporate existence is the date signed below:

The undersigned, being the incorporator of *HeadDotNet Technologies, Inc.*, for the purpose of forming this corporation to do business within and without the state of Florida, does make and file this Certificate of Incorporation, hereby declaring that the facts herein stated are true, do set my hand and seal on this the 29 day of October 1996.


George Moreau

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