

P97000013456

Delashmutt Enterprises, Inc.

54 Emerald Court
Satellite Beach, Florida 32937

February 2, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-02/11/97--01002--012
122.50 *122.50

SUBJECT: Delashmutt Enterprises, Incorporated

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50.

Sincerely,

Brantley D. Delashmutt

Brantley D. Delashmutt
54 Emerald Court
Satellite Beach, FL 32937
407-777-6775
407-777-2410
407-723-4234

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 10 PM 3:58

Brantley D. Delashmutt GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Effective Date*
DATE *2/11/97*
DOC. EXAM. *cf*

cf 2/11/97

EFFECTIVE DATE

2/4/97

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DELASHMUTT ENTERPRISES, INCORPORATED

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of the corporation shall be: Delashmutt Enterprises, Incorporated

ARTICLE II. NATURE OF BUSINESS AND POWERS

Section 1. Purposes. The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

- (a) Specific Purpose. To engage in computer consulting to include system analysis, design, data base management systems, and Internet/intranet services.

Section 2. Powers. In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
54 Emerald Court
Satellite Beach, Florida 32937

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have a perpetual existence commencing upon filing of these articles on the 4th of February 1997.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Joyce E. Delashmutt
54 Emerald Court
Satellite Beach, Florida 32937

By affixing her signature below as a subscriber to these Articles of Incorporation, and having been named to accept service of process for the above stated corporation at the place designated herein hereby accepts to act in such capacity, and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

NAME

Brantley D. Delashmutt

ADDRESS

54 Emerald Court
Satellite Beach, Florida 32937

Joyce E. Delashmutt

54 Emerald Court
Satellite Beach, Florida 32937

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. OFFICERS

Section 1. The officers of the Corporation shall be a President and a Treasurer/Secretary such officers as may be provided in the by-laws.

OFFICE

President

Treasurer/Secretary

NAME

Brantley D. Delashmutt

Joyce E. Delashmutt

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Brantley D. Delashmutt
54 Emerald Court
Satellite Beach, Florida 32937

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 by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles and the Board shall have the authority to make, alter, or rescind said by-laws.

ARTICLE XIII. SHARES

This corporation shall issue one hundred (100) shares of stock at a cost of \$1.00 (US dollar) per share.

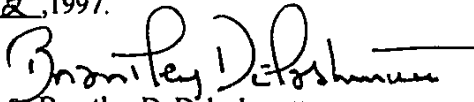
ARTICLE XIV. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

- (a) No contract or transaction between the corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the board of Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.
- (b) Interested directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or of a committee which authorized the contract or transaction.


ARTICLE XV. PREEMPTIVE RIGHTS

No shareholder of the Corporation shall have any preemptive or similar right to acquire or subscribe for any additional unissued or treasury shares of stock, or other securities of any class, or rights, warrants, or options to purchase stock or script, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on February 2, 1997.


Brantley D. Delashmutt
54 Emerald Court
Satellite Beach, Florida 32937

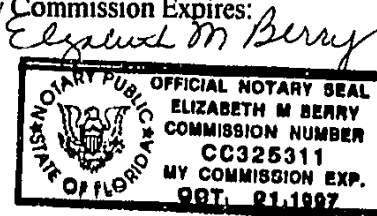
IN WITNESS WHEREOF, the undersigned, as Registered Agent for Corporation, has executed the foregoing Articles of Incorporation on February 2, 1997.


Joyce E. Delashmutt
54 Emerald Court
Satellite Beach, Florida 32937

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, a Notary Public, personally appeared Brantley D. Delashmutt, to me known to be the person described as Incorporator and Joyce E. Delashmutt to me known to be the person described as Registered Agent and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on February 2, 1997.

Notary Public, State of Florida at Large
My Commission Expires:



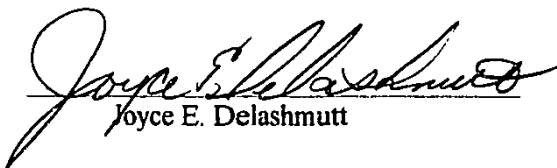
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is Delashmutt Enterprises, Incorporated.
2. The name and address of the registered agent and office is:

Joyce E. Delashmutt
54 Emerald Court
Satellite Beach, Florida 32937

*Having been named as registered agent and to accept service for the above state
corporation at the place designated in this certificate, I hereby accept the appointment as
registered 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 obligations of my position as registered agent.*


Joyce E. Delashmutt

February 2, 1997
(Date)

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SECRETARY OF STATE
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