

P970000 24048

GEORGE CLARK
HYPERON ADVANCED COMPUTER
SYSTEMS INC.
23 TORTUGA DRIVE STE 1-A
KEY LARGO, FLORIDA 33037
MARCH 3, 1997

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
409 E. GAINES STREET
TALLAHASSEE, FLORIDA 32399

300002112003--2
-03/12/97--01137--004
*****70.00 *****70.00

RE: HYPERON ADVANCED COMPUTER SYSTEMS INC.

GENTLEMEN;

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER
WITH A COPY OF SAID ARTICLES FOR HYPERON ADVANCED COMPUTER
SYSTEMS INC. AND OUR CHECK IN THE AMOUNT OF \$70.00 AS FOLLOWS:

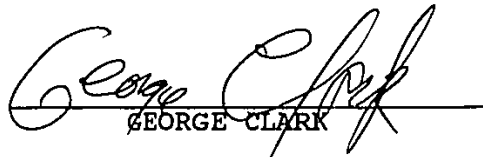
FILING FEE	\$35.00
REGISTERED AGENT	35.00

TOTAL	\$70.00

F. CHESNER MAR 18 1997

FILED
97 MAR 12 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESPECTFULLY SUBMITTED,


GEORGE CLARK

Certificate of Incorporation

-of-

HYPERON ADVANCED COMPUTER SYSTEMS INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

HYPERON ADVANCED COMPUTER SYSTEMS INC.

ARTICLE II

The corporation may engage in COMPUTER PROGRAMING, as well as, any other legal business activity permitted under the laws of the United States and of the state of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock, having a par value of one (\$1.00) dollar per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than five hundred (\$500.00) dollars.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be :

23 TORTUGA DRIVE STE 1-A
KEY LARGO, FLORIDA 33037

ARTICLE VII

The number of Directors of this corporation shall be at least one (1).

ARTICLE VIII

The name and street address of the members of the first Board of Director of this Corporation are as follows:

GEORGE CLARK	23 TORTUGA DRIVE STE 1-A
	KEY LARGO, FLORIDA 33037

ARTICLE IX

The name and street address of the persons signing these Articles of Incorporation as incorporator is as follows :

GEORGE CLARK	23 TORTUGA DRIVE STE 1-A
	KEY LARGO, FLORIDA 33037

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.


In WITNESS WHEREOF, the undersigned, GEORGE CLARK, being a natural persons competent to contract, have hereunto set their hands and seals this 10 th day of MARCH 1997.


GEORGE CLARK, Director

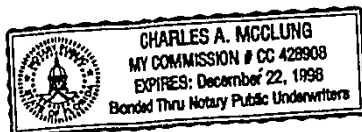
STATE OF FLORIDA
COUNTY OF Monroe

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared GEORGE CLARK known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they execute the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 10 th day of MARCH 1997.


Notary Public, State of Florida
My commission expires:

(Notary Seal)



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: HYPERON ADVANCED COMPUTER SYSTEMS INC. desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of KEY LARGO, County of MONROE, state of Florida has named GEORGE CLARK located at 23 TORTUGA DRIVE STE 1-A, KEY LARGO, FLORIDA 33037, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated 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 open said office.



GEORGE CLARK, Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA