

P97000026010



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 303265 4320520

AUTHORIZATION : Patricia Puyito

COST LIMIT : \$ 70.00

ORDER DATE : March 21, 1997

ORDER TIME : 1:11 PM

ORDER NO. : 303265-005

400002120964--4

CUSTOMER NO: 4320520

CUSTOMER: David R. Ellis, Esq
DAVID R. ELLIS, ESQ

Bay Professional Center
3233 E. Bay Drive
Largo, FL 33771

DOMESTIC FILING

NAME: CLEARPATH, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
97 MAR 21 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 21 PM 2:37
DIVISION OF CORPORATION

Dme 3/24/97

ARTICLES OF INCORPORATION
OF
CLEARPATH, INC.

FILED
97 MAR 21 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
CLEARPATH, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or 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.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 40,000,000 shares of common stock with a par value of \$.001 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

7300 2nd Avenue South
Pinellas County
St. Petersburg, Florida 33707

and the name of the initial registered and resident agent of this Corporation at that address is Richard J. Pearce.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

7300 2nd Avenue South
Pinellas County
St. Petersburg, Florida 33707

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTOR

The name and street address of the first Board of Directors who shall hold office until his successors are elected and have qualified are as follows:

Richard J. Pearce
7300 2nd Avenue South
St. Petersburg, Florida 33707

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator
of these Articles are as follows:

Richard J. Pearce
7300 2nd Avenue South
St. Petersburg, Florida 33707

ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective
upon receipt by the Secretary of State's office.

ARTICLE IX - 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 a
majority of the stock entitled to vote thereon unless all the
directors and all the stockholders sign a written statement
manifesting their intention that a certain amendment of these
Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of
this Corporation has executed these Articles of Incorporation
on March 20, 1997.


Richard J. Pearce

FILED

ACCEPTANCE OF REGISTERED AGENT

97 MAR 21 AM 10:24

Having been named to accept service of process for
the above-named corporation at the place designated in the
Articles of Incorporation, the undersigned agrees to act in
this capacity, and agrees to comply with the provisions of
Section 48.091 relative to keeping open such office.

Date: 3/20/97


Richard J. Pearce