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Clayton B. Burton, Jr.
3001 Executive Drive Suite 280
Clearwater, Florida 34622.3389
(813) 556.2682

24 March 1997

Filing Office
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

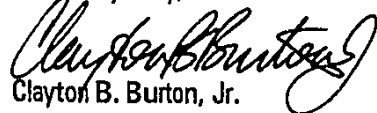
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Re: DOMINATECH CORPORATION

Dear Sir/Madam:

Please accept the enclosed Articles of Incorporation for DOMINATECH CORPORATION. A check in the amount of \$122.50 is enclosed to cover the filing fee. Feel free to call if you have any questions.

Yours very truly,


Clayton B. Burton, Jr.

CBB:itm
encl.

Dmc
3/28/97

FILED
97 MAR 26 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DOMINATECH CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be DOMINATECH CORPORATION.

ARTICLE II - PURPOSE OF ORGANIZATION

The corporation is initially organized to transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation shall have authority, exercisable by its Board of Directors, to issue one million shares of common voting stock, one dollar value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The initial registered office of the corporation is 3001 Executive Drive, Clearwater, Florida 34622.3389.

The initial registered agent at such address is Clayton B. Burton, Jr. The principal office of the corporation is 3350 Ulmerton Road, Suite 11, Clearwater, Florida 34622.

ARTICLE V - DIRECTORS

The corporation shall have a single initial Director, who shall hold office until his successor is elected and has qualified. The name and street address of the initial Director is Clayton B. Burton, Jr., 3001 Executive Drive Suite 280, Clearwater, Florida, 34622.3389.

ARTICLE VI - INCORPORATOR

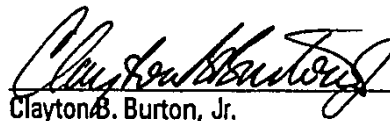
The name and street address of the Incorporator is Clayton B. Burton, Jr., 3001 Executive Drive Suite 280, Clearwater, Florida, 34622.3389.

ARTICLE VII - ACTION BY SHAREHOLDERS

The shareholders may take any action required to be taken at a meeting of the shareholders, or any action which may be taken at such a meeting, without a meeting, if written consent, setting forth the action to be taken, is signed by those persons (who would otherwise be entitled to vote at such a meeting) holding shares having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Such action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida on the date below written.

Date: 24 March 1997

 (SEAL)
Clayton B. Burton, Jr.

CERTIFICATE ACCEPTING APPOINTMENT AS REGISTERED AGENT

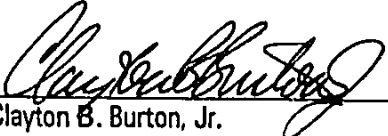
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AS REQUIRED BY SECTION 607.034, FLORIDA STATUTES, THE UNDERSIGNED, HAVING BEEN DESIGNATED AS REGISTERED AGENT FOR DOMINATECH CORPORATION IN THE ATTACHED ARTICLES OF INCORPORATION, HEREBY ACCEPTS SAID DESIGNATION AND APPOINTMENT, AND FURTHER STATES THAT HE IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.325, FLORIDA STATUTES.

DATE: 24 March 1997


Clayton B. Burton, Jr.