

PA7000044247

MINTMIRE & ASSOCIATES
ATTORNEYS AT LAW

97 MAY 15 PM 4: 03

TALLAHASSEE, FLORIDA

May 14, 1997

265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FLORIDA 33480
TEL: (561) 832-5696
FAX: (561) 659-5371

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Y2K SYSTEMS, INC.

000002179750--1
-05/15/97--01048--010
****122.50 ****122.50

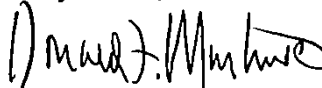
Gentlemen:

Enclosed you will find Articles of Incorporation for Y2K SYSTEMS, INC. to be filed. Also enclosed is a check in the amount of \$122.50 which represents the following:

\$35.00	filing fee
\$35.00	registered agent fee
\$52.50	certified copy fee

If you have any questions or require additional information, please call me at 561-832-5696.

Very truly yours,



Donald F. Mintmire

DFM/lrc
Enclosures

PAH
5/19/97

ARTICLES OF INCORPORATION
OF
Y2K SYSTEMS, INC.

FILED
97 MAY 15 PM 4:03
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be: Y2K SYSTEMS, INC. The principal place of business of this corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, FL 33480.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having \$.0001 par value per share and 10,000,000 shares of preferred stock having \$.0001 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 265 Sunrise Avenue, Suite 204, Palm Beach, FL 33480, and the name of the registered agent of the corporation at that address is Donald F. Mintmire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

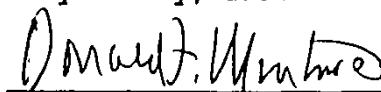
The name and street address of the incorporator to these Articles of Incorporation is:

Donald F. Mintmire, Esq.
Mintmire & Associates
265 Sunrise Avenue
Suite 204
Palm Beach, Florida 33480.

ARTICLE VIII. EFFECTIVE DATE

The corporation shall commence its existence on May 15, 1997.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of May, 1997.



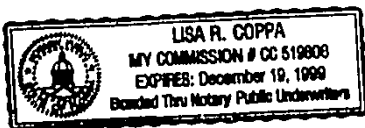
Donald F. Mintmire

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

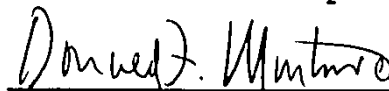
SS:

The foregoing instrument was acknowledged before me this 14th day of May, 1997 by Donald F. Mintmire, who is personally known to me and who (did/did not) take an oath.




Notary Public

Donald F. Mintmire, having been designated to act as Registered Agent, hereby agrees to act in this capacity.



Donald F. Mintmire

ARTICLES OF INCORPORATION

OF

Y2K SYSTEMS, INC.

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ARTICLE VII. INCORPORATOR

FILED

The name and street address of the incorporator to these Articles of Incorporation is:

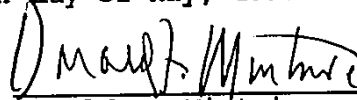
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TALLAHASSEE, FLORIDA

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Mintmire & Associates
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Donald F. Mintmire

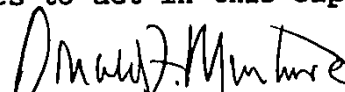
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

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Notary Public

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Donald F. Mintmire