CAPITAL CONNECTION, INC. Tallahassee, Florida 32302 200002196412--5 -05/30/97--01084--017 ******70.00 ******70.00 Communiced 100 Southeast, Inc. Art of Inc. File LTD Partnership File_ Foreign Corp. File_ L.C. File Fictitious Name File Name Reservation_ Merger File Art. of Amend. File RA Resignation_ Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy_ Photo Copy_ Certificate of Good Standing_ Certificate of Status_ Certificate of Fictitious Name Corp Record Search_ Officer Search_ Fictitious Search Signature Fictitious Owner Search_____ Vehicle Search_ Driving Record_ Requested by: UCC 1 or 3 File_

Name

Walk-In

Will Pick Up

UCC 11 Search____

UCC 11 Retrieval_

Courier_

TRANSMITTAL LETTER

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

SUBJECT: Inside Edge Communications Southeast, Inc.							
(1	Proposed corporate r	name - must include suf	fix)				
Enclosed is an origina	I and one (1) co	py of the articles of	f incomporation :	and a check			
for: X \$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	\$122.50 Filing Fee & Certified Copy Additional Copy	\$131.25 Filing Fee, Certified Copy & Certificate				
FROM: Captive Administrators, Inc.							
Name (printed or typed)							
13902 N. Dale Mabry, Suite 149 Address							
Tampa, FL 33618							
City, State & Zip							
813-963-0004							
Daytime Telephone number							

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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

ARTICLE I. NAME

The name of the corporation shall be: INSIDE EDGE COMMUNICATIONS SOUTHEAST, INC.

ARTICLE II. PRINCIPAL OFFICE	AESS	97	
The principal place of business and mailing address of this corporation s	halibe	HAY	
Inside Edge Communications Southeast, Inc.	ARY SSE	30	il arran
8601 4th St. North	71	7	\$ 37
Suite 301	STA	ယ္	
St. Petersburg, FL 33702	충분	20	

ARTICLE III. SHARES

The number of shares that this corporation is authorized to have outstanding at an one time is:

Ten Million (10,000,000) shares at \$.001 par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Derek Bartsch Inside Edge Communications Southeast, Inc. 8601 4th St. North Suite 301 St. Petersburg, FL 33702

ARTICLE V. INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Derek Bartsch Inside Edge Communications Southeast, Inc. 8601 4th St. North, Suite 301 St. Petersburg, FL 33702

The un	ndersigned incorporator(s) has (have) executed day of	ed these Articles of Incorporation this
	Deek Bartsch Signature	
	Signature	
	Signature	
	Signature	-

Note: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: INSIDE EDGE COMMUNICATIONS SOUTHEAST, INC.
- 2. The name and address of the registered agent and office is:

Derek Bartsch Inside Edge Communications Southeast, Inc. 8601 4th St. North Suite 301 St. Petersburg, FL 33702 97 HAY 30 PH 3: 20
SECRETARY OF STATE
AND SEEF FLORIDA

Having been named as registered agent and to accept service of process for the above stated 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.

Signature

Date

5/28/97