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Law Offices

LEDYARD H. DEWEES, P.A.

1085 S.W. TAMARIND WAY

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August 15, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **MADISON SYSTEMS INC..**

100002271171- --G

-08/19/97--01052--005

****122.50 ****122.50

Dear Sirs:

I herewith enclose for filing the executed original Articles of Incorporation and Registered Agent Certification for the above-referenced corporation.

I further enclose a check in the amount of \$122.50 to cover the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	52.50
	<u>\$ 122.50</u>

Thank you for handling. If there are any questions, please call me collect at the telephone number as indicated.

Yours sincerely,

Ledyard H. DeWees

Ledyard H. DeWees
Florida Bar No.019426

encl.

LHD:bd

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900 8/20/97

**ARTICLES OF INCORPORATION
OF
MADISON SYSTEMS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: **MADISON SYSTEMS, INC.**

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in any type of activity, within or without the United States which is lawful under the laws of the United States and the State of Florida.

ARTICLE IV

The street address of the initial principal office of the corporation and the mailing address of the corporation is: 1085 Tamarind Way, S.W., Boca Raton, Florida 33486.

ARTICLE V

The total authorized capital stock of this Corporation shall consist of Fifty Million (50,000,000) shares of voting common stock, having a par value of \$.001 each, amounting

in the aggregate to Fifty Thousand Dollars (\$50,000.00). All stock when issued shall be fully paid for and shall be nonassessable and shares of the Corporation are not to be divided into classes.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. In any event, dividends on the common stock of this corporation shall have no cumulative rights whatsoever and dividends will not accumulate if the Directors do not declare dividends, whether or not there is a surplus available to the Board of Directors for the payment of dividends.

Each shareholder of this corporation shall have one vote per share of issued and outstanding shares.

ARTICLE VI

The street address of the initial registered office of this Corporation is 1085 Tamarind Way, S.W., Boca Raton, Florida 33486. The initial registered agent of this Corporation is: **Ledyard H. DeWees.**

ARTICLE VII

This Corporation shall have up to seven (7) Directors, under such terms and conditions as shall be specified in the By-laws.

ARTICLE VIII

The name and address of the person signing these Articles as the incorporator is:

Ledyard H. DeWees
1085 Tamarind Way, S.W.
Boca Raton, Florida 33486.

ARTICLE IX

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

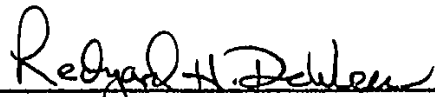
ARTICLE X

The Shareholders of this corporation shall not have preemptive rights to acquire the corporation's unissued shares.

ARTICLE XI

The shareholders shall have the absolute power to adopt, amend, alter, change or appeal these Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the issued and outstanding common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of August, 1997.



LEDYARD H. DEWEES
INCORPORATOR

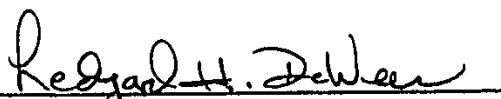
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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: MADISON SYSTEMS, INC.
2. The name and address of the registered agent and office is:

LEDYARD H. DEWEES
1085 Tamarind Way, S.W.
Boca Raton, Florida 33486

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.


LEDYARD H. DEWEES
August 15, 1997

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TALLAHASSEE, FLORIDA