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DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 OCT -8 PM 12: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-
10/9/97

ARTICLES OF INCORPORATION
OF
SUN INTERNET SERVICES, INC.

FILED
97 OCT -8 PM 12:10
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TALLAHASSEE
FLORIDA

ARTICLE ONE

THE NAME OF THE CORPORATION IS SUN INTERNET SERVICES, INC.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE THREE

THE NATURE OF THE BUSINESS AND THE OBJECTIVES AND PURPOSES
PROPOSED TO BE TRANSACTED, PROMOTED, AND CARRIED ON, ARE TO ENGAGE
IN ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED
UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED
TO ISSUE IS FIVE HUNDRED (500) SHARES OF \$2.00 PER SHARE PER VALUE
COMMON.

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE
OF THE CORPORATION IS 8424 4TH ST. N., SUITE F, ST. PETERSBURG,
FL., 33702.

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF
DIRECTORS IS:

NAME	ADDRESS
ALAN JACKSON	8740 SEMINOLE BLVD. #2 SEMINOLE, FL. 33772
DONALD B. FLICK	262 41ST AVE. N.E. ST. PETERSBURG, FL. 33713
LAWRENCE DOUGLAS JENNINGS	7001 142ND AVE. N. #112 LARGO, FL. 33771

ARTICLE SEVEN

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS: ALAN JACKSON, 8424 4TH ST. N., SUITE F, ST. PETERSBURG, FL. 33702.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND ON THIS 6 DAY OF, October 1997.

Alan Jackson
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 6th DAY OF October 1997 BY ALAN JACKSON.

Jeannette M. Killilea
NOTARY PUBLIC



MY COMMISSION EXPIRES: _____

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT, SUN INTERNET SERVICES, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION, IN THE CITY OF ST. PETERSBURG, STATE OF FLORIDA, HAS NAMED ALAN JACKSON, 8424 4TH ST. N., SUITE F, CITY OF ST. PETERSBURG, COUNTY OF PINELLAS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH THE STATE.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: _____

REGISTERED AGENT

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