FROM 850 487 6013

TO 617709524015

JAN 15 '98 09 40AM

TRANSMITTAL LETTER

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

600002406246--9 -01/21/98--01023--004

****131.25 ****131.25

SUBJECT:

POWERNET CORPORATION

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee **\$78.75**

Filing Fee

& Certificate

\$122.50

Filing Fee & Certified Copy **\$131.25**

Filing Fee,

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

Robert G. Aitkens FROM:

Name (Printed or typed)

1827 Powers Ferry Road, Building One, Suite 100

Address

Atlanta, Georgia 30339

City, State & Zip

 $770 - 952 - 4000^{\circ}$

Daytime Telephone number

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W98-1126

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

ne 1/20/98

JAN 15 '98 09:40AM

FILED

JAN 20 PM 12: 51

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation,

ARTICLE I

The name of the corporation shall be:

POWERNET CORPORATION

<u>ARTICLE II</u> PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

946 New Bedford Drive Marietta, Ceorgia 30068

ARTICLE III SHARES

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

One (1,000,000) Million shares at no par value

INITIAL REGISTERED AGENT AND STREET ADDRI ARTICLE IV

The name and Florida street address of the initial registered agent are:

H. Davis Upchurch, Jr.

1510 N. Ponce De Leon Blvd.

Saint Augustine, Florida 32085-3956

ARTICLE V INCORPORATOR

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

Robert G. Aitkens

Aitkens & Aitkens

1827 Powers Ferry Road Building One, Suite 100

Atlanta Leorgia 20339

Signature/Incorporator

1998

Date

(An additional article must be added if an effective date is requested.)

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

Robert G. Signature/Registered Agent

Janüary 15,

Date

(by permission)