

01-15-98 09:33AM

FROM 850 487 6013

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JAN 15 '98 09:40AM

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TRANSMITTAL LETTER

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

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-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

FROM: Robert G. Aitkens
Name (Printed or typed)
1827 Powers Ferry Road, Building One, Suite 100
Address
Atlanta, Georgia 30339
City, State & Zip
770 - 952 - 4000
Daytime Telephone number

FILED
98 JAN 20 PM 12: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-1126

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

nc 1/20/98

FILED

98 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 NAME

The name of the corporation shall be:

POWERNET CORPORATION

ARTICLE II PRINCIPAL OFFICE

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

946 New Bedford Drive
Marietta, Georgia 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

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

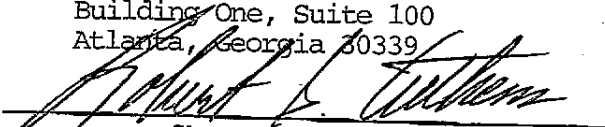
The name and Florida street address of the initial registered agent are:

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, Georgia 30339

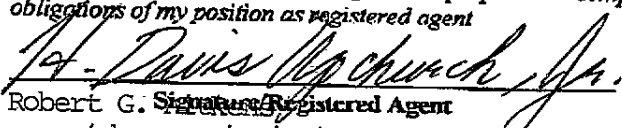

Signature/Incorporator

January 15, 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 obligations of my position as registered agent


by Robert G. Aitkens, Registered Agent
(by permission)

January 15, 1998

Date