

P98000028014

HIGH CLIMBERS, INC.
1202 Tech Blvd., Suite 102
Tampa, Florida 33619

March 16, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/24/98--01074--016
****122.50 ****122.50

Re: High Climbers, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for High Climbers, Inc. along with a check in the amount of \$122.50 to cover all fees, including a certified copy of the Articles. If you need any further information, please contact me at (813) 623-3516.

Sincerely,

Stephanie R. Conn

Stephanie R. Conn

Encls.

EFFECTIVE DATE
3-20-98

FILED
98 MAR 24 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HIGH CLIMBERS, INC.**

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is High Climbers, Inc. and its principal office and mailing address is 1202 Tech Blvd., Suite 102, Tampa, Florida 33619.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on March 20, 1998.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be fifty million shares of common stock at \$.0001 par value per share and fifty million shares of preferred stock at \$.0001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

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ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

NAME

Stephanie R. Conn

ADDRESS

220 S. Franklin Street
Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 18th day of March, 1998.

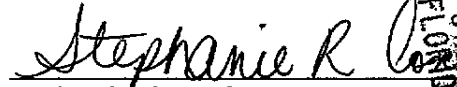

Stephanie R. Conn

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, High Climbers, Inc., desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602 the business office of its Registered Agent, as its Registered Office.

HIGH CLIMBERS, INC.

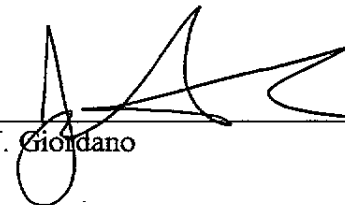
By:


Stephanie R. Conn, Incorporator

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.


John N. Giordano