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FILED
98 JUN 29 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dilmon Steen
15892 Sanctuaries Dr
Tampa 33647

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F. CHESSEB JUN 30 1998

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ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATES HIMSELF WITH OTHERS TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME – THE NAME OF THE CORPORATION IS OPENRATES INC.

ARTICLE II

NATURE OF BUSINESS – THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK – THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK HAVING A NOMINAL OR PAR VALUE OF \$1.00.

ARTICLE IV

TERM OF EXISTENCE – THIS CORPORATION TO EXIST PERPETUALLY.

ARTICLE V

REGISTERED OFFICE AND AGENT – DESIGNATION OF PRINCIPLE OFFICE AND REGISTERED AGENT IS AS FOLLOWS: DILMON STEEN

15892 SANCTUARY DRIVE
TAMPA, FL 33647

ARTICLE VI

REGISTERED AGENT RESPONSIBILITIES – I AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Dilmon Steen
REGISTERED AGENT

ARTICLE VII

DIRECTORS – THIS CORPORATION WILL NOT HAVE MORE THAN FIVE DIRECTORS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE MORE THAN FIVE.

ARTICLE VIII

INITIAL DIRECTORS – The name and address of the known director of the corporation is:

DILMON STEEN
15892 SANCTUARY DRIVE
TAMPA, FL 33647

ARTICLE IX

INCORPORATORS – The name and address of each person signing the Articles of Incorporation as an incorporator is:

DILMON STEEN
15892 SANCTUARY DRIVE
TAMPA, FL 33647

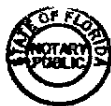
Dilmon Steen

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I hereby certify that on this day before me, a Notary Public, duly authorized in the state and county named above for taking acknowledgements, personally appeared Dilmom Steen to me known as incorporator in and who executed the foregoing Articles of Incorporation.

Witness my hand and official seal, in the county and state named above this


NOTARY PUBLIC
MY COMMISSION EXPIRES:



ROSEMARY B. STALEY
My Comm. Exp. 12/03/2000
Bonded By Service Ints
No. CC596603
() Personally Known () Other L.S.

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