

**CORPORATE
ACCESS,
INC.**

P98000098671

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILING Articles

1.) **Cartesian Systems, Inc.**
(CORPORATE NAME & DOCUMENT #)

2.) _____
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(CORPORATE NAME & DOCUMENT #)

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NOV 24 1998

ARTICLES OF INCORPORATION
=====

OF

Cartesian Systems, Inc.

The undersigned subscriber of these articles of incorporation,
a natural person competent to contract, hereby associates himself
to form a corporation under the laws of the State of Florida.

ARTICLES I
=====

NAME

The name of this corporation shall be :

Cartesian Systems, Inc.

ARTICLE II
=====

NATURE OF BUSINESS

The general nature of the business to be transacted by this
corporation is : to construct, manufacture, purchase, or
otherwise acquire, and to own, mortgage, pledge, sell, assign,
transfer, or otherwise dispose of, and to invest in, deal in, and
with goods, wares, merchandise, real and personal property, and
services, of every class, kind and description: except that is
not to conduct a banking, safe deposits, trusts, insurance,
surety, express, railroad, canal, telegraph, telephone, or
cemetery company, a building and loan association, fraternal
benefit society, state fair, or exposition.

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ARTICLE III.

=====

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seventy-five hundred (7500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV

=====

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

P.O. Box 20285, Tampa, Fl. 33622-0285

The Board of Directors may from time to time, by by-law move the principal office to any other address in Florida.

ARTICLE V

=====

OFFICERS

This corporation shall have two (2) officers. The number of officers may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VI
=====

INITIAL OFFICERS

The name and post office address of the members of the Board of Directors are:

NAME	TITLE	ADDRESS
Jose Wong	President	14021 Wolcott Dr. Tampa, Fl. 33624
David Branch	Vice President	8730 N. Himes Ave. Apt. 203 Tampa, Fl. 33614

ARTICLE VII
=====

STOCKHOLDERS AND CONSIDERATION

The name and post office address of the subscriber of these articles of incorporation, the number of shares to take and the value of the consideration thereof are:

NAME AND ADDRESS	SHARES	CONSIDERATION
Jose Wong 14021 Wolcott Dr. Tampa, Fl. 33624	100	\$ 100.00
David Branch 8730 N. Himes Ave. Apt. 203 Tampa, Fl. 33614	100	\$ 100.00

ARTICLE VIII
=====

EFFECTIVE DATE

The article of incorporation shall be effective on the date of January 1, 1999 or date of approval of the State of Florida, Division of Corporations.

ARTICLE IX
=====

AMENDMENTS

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholder, and approved by a stockholder meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

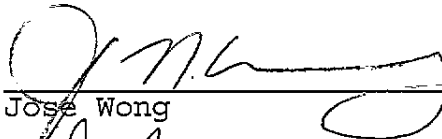
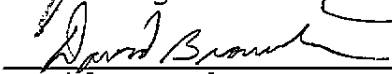
ARTICLE X
=====

RESIDENT AGENT

Jose Wong is designated as Resident Agent of this corporation, Cartesian Systems, Inc. and will receive service of process at address:

14021 Wolcott Dr.
Tampa, FL. 33624

IN WITNESS WHEREOF, We, the undersigned, being each of the original subscribers to the capitol stock herein before names, have hereunto set our hands and seals this 23rd day of November, 1998, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

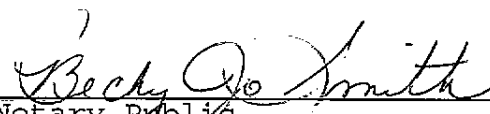

Jose Wong

David Branch

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me personally appeared Jose Wong and David Branch to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 23rd day of November, 1998.


Notary Public

CC 755149
Commission Number

6-29-02
My commission expires:



Becky Jo Smith
MY COMMISSION # CC755149 EXPIRES
June 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATIONS, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

CARTESIAN SYSTEMS, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

JOSE WONG
14021 WOLCOTT DR.
TAMPA, FL. 33624

SIGNATURE

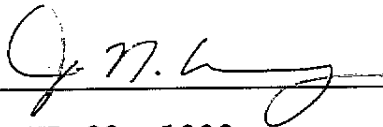

(CORPORATE OFFICER)

TITLE: PRESIDENT

DATE: NOVEMBER 23, 1998

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.

SIGNATURE



DATE: NOVEMBER 23, 1998

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TALLAHASSEE, FLORIDA

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