

998000103865

GARY A. BENSON
ATTORNEY AND COUNSELOR AT LAW

SUITE 101
2955 HARTLEY ROAD
JACKSONVILLE, FLORIDA 32257

TELEPHONE
(904) 268-3780
FAX
(904) 268-2595

November 17, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

500002697235-1
-11/30/98-01035-011
****122.50 ****78.75

Re: Pyxiis Technologies, Inc.

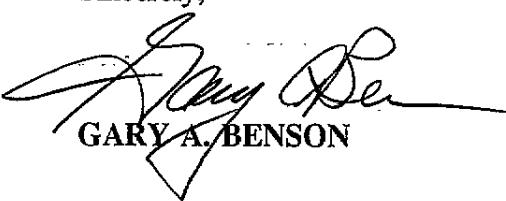
Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is my check in the amount of \$122.50 to cover your fees for filing, registered agent designation, and certified copy. Please return the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your assistance.

Sincerely,


GARY A. BENSON

GAB/lgk
Enclosures

98 DEC 11 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

11/24/98
11/24/98
11/24/98
11/24/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

GARY A. BENSON, ESQUIRE
SUITE 101
2955 HARTLEY ROAD
JACKSONVILLE, FL 32257

SUBJECT: PYXIIS TECHNOLOGIES, INC.
Ref. Number: W98000027188

We have received your document for PYXIIS TECHNOLOGIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 698A00057565

ARTICLES OF INCORPORATION
OF
PYXIIS TECHNOLOGIES, INC.

FILED
98 DEC 11 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

The name of this Corporation, principal office and mailing address shall be:

PYXIIS TECHNOLOGIES, INC.
10151 Deerwood Park Boulevard
Building 200, Suite 250
Jacksonville, Florida 32256

ARTICLE II

Term of Existence

This corporation is to exist perpetually.

ARTICLE III

Nature of Business

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz:

1. Providing computer networking services.
2. To engage in any lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to

otherwise engage in any legal business or activity permitted under the laws of the State of Florida and of the United States.

3. To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other States and countries.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or any other evidence of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000 shares of common stock, each with a par value of \$.10.

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Board of Directors

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one
(1). The name and address of the initial Directors of this Corporation are:

JOHN C. JENNISON, III

**47 WATER STREET
ST. AUGUSTINE, FL 32084**

JERRY CASTILLE

**13703 RICHMOND PARK DRIVE
APARTMENT 2605
JACKSONVILLE, FL 32224**

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is:

**JOHN C. JENNISON, III
47 WATER STREET
ST. AUGUSTINE, FL 32084**

ARTICLE VIII

Initial Registered Office and Registered Agent

The address of the initial registered office of this Corporation is **2955 Hartley Road, Suite 101, Jacksonville, Florida 32257**. The name of the initial registered agent of this Corporation of that address is **GARY A. BENSON**.

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 by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

Effective Date

These Articles of Incorporation shall be effective on the date of filing.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truths of the facts stated, this 31st day of November, 1998.



JOHN C. JENNISON, III

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared JOHN C. JENNISON, III, who is personally known to me and who did take an oath, and known to be the person described in and who executed the foregoing articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, County and State aforesaid, this

3rd day of November, 1998.



LAURA G. KENNINGTON
Notary Public, State of Florida
My comm. expires Oct. 14, 2000
Comm. No. CC 593429

Laura G. Kennington
NOTARY PUBLIC
State of Florida at Large
My commission expires:

ACKNOWLEDGEMENT OF REGISTERED AGENT

Said Registered Agent named in Article VIII hereof, has executed the following acknowledgment accepting said office and agreeing to comply with the provision of Chapter 48.091, Florida Statutes:

I, GARY A. BENSON, having been named to accept service of process for the above-stated Corporation, at the place designated in Article VIII hereof, hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

REGISTERED AGENT

98 DEC 11 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED