

P99000004598
TRANSMITTAL LETTER

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

600002739936--3
-01/13/99-01058-013
*****78.75 *****78.75

SUBJECT: Ispan Services, Inc.
(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 of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Melinda Cogley : Ispan Services, Inc.

Name (Printed or typed)

28870 US Hwy 19 North, Suite 300

Address

Clearwater, Florida 33761

City, State & Zip

727-736-2942

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 12:11

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

1-15
1
125

**ARTICLES OF INCORPORATION
OF
Ispan Services, Inc.**

FOR THE STATE OF FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be:

Ispan Services, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

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

Ispan Services, Inc.
28870 US Hwy 19 North, Suite 300
Clearwater, Pinellas County, Florida, 33761

**ARTICLE III
AUTHORIZED CAPITAL STOCK**

The number of COMMON STOCK which the corporation shall have authority to have outstanding at any one time are 100, and carry a par value of NO PAR VALUE.

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ARTICLE IV
INITIAL REGISTERED AGENT/OFFICE

The name of the corporation's initial registered agent is: Penny Cooper

The mailing address of its initial agent is:

Penny Cooper
28870 US Hwy 19 North, Suite 300
Clearwater, Pinellas County, Florida, 33761

ARTICLE V
INCORPORATORS

The name and street address of each incorporator to these Articles of Incorporation is:

Melinda C. Cogley
28870 US Hwy 19 North, Suite 300
Clearwater, Florida, 33761

ARTICLE VI
PROVISIONS

The provisions for the regulations of the internal affairs of the corporation shall be as set forth in the bylaws.

ARTICLE VII
DURATION

The duration of the corporation shall be:

PERPETUAL

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is:
1.

The names and addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Melinda C. Cogley
28870 US Hwy 19 North, Suite 300
Clearwater, Florida, 33761

ARTICLE IX
INDEMNITY

To the fullest extent permitted by existing state law as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE X
PREEMPTIVE RIGHTS

The corporation shall elect to have preemptive rights.

ARTICLE XI
CUMULATIVE VOTING

All shareholders of the corporation shall be entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.

The undersigned incorporator(s) have executed these Articles of Incorporation this 11th day of January, 1999.

Signed Melinda C. Cogley
Melinda C. Cogley (INCORPORATOR)

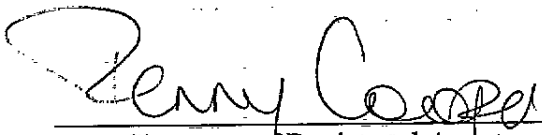
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, 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.

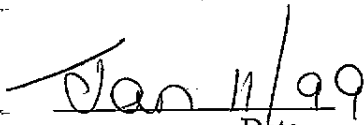
1. The name of the corporation is **Ispan Services, Inc.**
2. The name of the corporation's initial registered agent is Penny Cooper and the mailing address of it's initial agent is

Penny Cooper
28870 US Hwy 19 North, Suite 300
Clearwater, Pinellas County, Florida, 33761

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 of Registered Agent



Date

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