

TRANSMITTAL LETTER

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

400002743844-5
-01/15/99-01061-002
*****87.50 *****87.50

SUBJECT: Candlebyte Communications, 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: Jody A. Geiger
Name (Printed or typed)

122 Karola Drive
Address

Sebring FL 33870-1078
City, State & Zip

941 385-7995
Daytime Telephone number

99 JAN 15 AM 11:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

JAN 21 1999
[Signature]

ARTICLES OF INCORPORATION OF Candlebyte Communications, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I – Name And Address

The name of this corporation will be **Candlebyte Communications, Inc.**

Article II – Principle Office

The mailing address and principle place of business for the Corporation is: 122 Karola Drive, Sebring, FL 33870-1078.

Article III – Nature of Business

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida. The general nature of the business to be transacted by the corporation includes but is not necessarily limited to:

- (A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- (B) To conduct business in, or 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.
- (C) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, r any bonds, securities, or other evidences 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 the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.
- (F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

Article IV - Shares

This company will have at its incorporation one million (1,000,000) shares of cumulative voting, common stock. The shares will not be assigned a par value. The number of shares to be sold and the selling price of these authorized but unissued shares will be decided by a majority vote of the Board of Directors.

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Authorization, issuance and repurchase of corporation stock will after incorporation be determined by a majority vote of the Board of Directors.

Article V – Initial Registered Agent and Street Address

The street address of the registered office of this corporation in the State of Florida is: 234 Swallow Avenue, Sebring, FL, 33872-3739. This address is in the county of Highlands County.
The name of the registered agent is: Jean M. Foster.

Article VI - Directors

The corporation shall have two director(s) initially. The number of directors may be increased and decreased from time to time, by amendment to the bylaws, but shall never be less than one (1).

Article VII - Initial Directors

The names and mailing address of the member(s) of the first Board of Directors is:

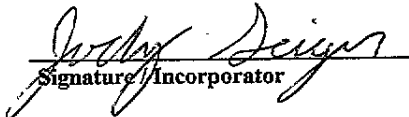
Jody Anthony Geiger
122 Karola Drive
Sebring, FL 33870-1078
Highlands County

Lorraine Geiger
122 Karola Drive
Sebring, FL 33870-1078
Highlands County

Article VIII - Incorporator

There will be one incorporator for the corporation. The incorporator's name and address is as follows:

Jody Anthony Geiger
122 Karola Drive
Sebring, FL 33870-1078
Highlands County


Signature/Incorporator 1-13-1999
Date

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

Article IX - Bylaws

The provisions for the regulation of the internal affairs of this corporation shall be as set forth in the bylaws. The bylaws of this corporation will be first made by the incorporators of this corporation and will after incorporation be approved by majority vote of the Board of Directors. After approval, the bylaws of this corporation may then be reformed, rescinded, repealed or otherwise altered in any and all lawful manners by majority vote of the Board of Directors and shareholders.

Article X – Director Quorum and Voting

One of the directors shall constitute a quorum for a meeting of the directors. If a quorum is present, the affirmative vote of one of the directors present and voting, shall be the act of the board of directors.

Article XI - 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 shareholders, and approved at a

shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article XII – Terms of Existence

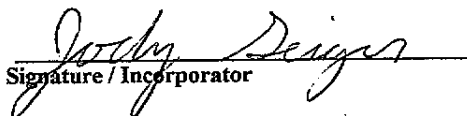
The duration of the corporation shall be perpetual.

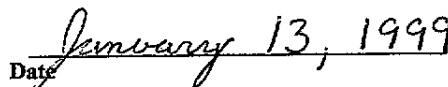
Article XIII – Special Provision

It is the intent of the incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

Article XIV – Date of Inception

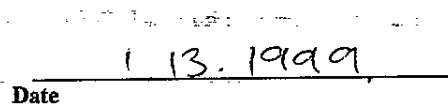
The date of incorporation shall be the date these articles are filed with the Department of State, Division of Corporations.


Signature / Incorporator


Date

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 / Registered Agent


Date

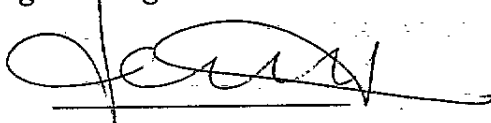
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: Candlebyte Communications, Inc.
2. The name and address of the registered agent and office is:

Jean M. Foster
234 Swallow Avenue
Sebring, FL 33872-3739

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.



Jean M. Foster

Florida Statute 48.091

- (1) Every Florida corporation and every foreign corporation now qualified or hereafter qualifying to transact business in this state shall designate a registered agent and registered office in accordance with chapter 607.
- (2) Every corporation shall keep the registered office open from 10 a.m. to 12 noon each day except Saturdays, Sundays, and legal holidays, and shall keep one or more registered agents on whom process may be served at the office during these hours. The corporation shall keep a sign posted in the office in some conspicuous place designating the name of the corporation and the name of its registered agent on whom process may be served.

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