

PAGE 00014991

CLYDE HOWARD
338 WOODLAND AVENUE
MARY ESTHER, FL 32569

FEBRUARY 12, 1999

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

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-02/15/99--01081--006
*****78.75 *****78.75

Dear Director:

I would like to incorporate a new business in the State of Florida in the name of "FPS CONSULTANTS, INC."

The return address for a certified copy of the Articles of Incorporation to be mailed to is as follows:

Clyde Howard
338 WOODLAND AVENUE
Mary Esther, FL 32569

I have enclosed my check in the amount of \$ 78.75 to cover the incorporation fees.

I may be reached or my Resident Agent may be reached through telephone number (850) 581-1003 if there are any conflicts or questions.

Sincerely;

Clyde Howard
CLYDE HOWARD

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF

FSP CONSULTANTS, INC.

The undersigned subscribes to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation shall be:

FSP CONSULTANTS, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business of the corporation and the objects and purposes proposed to be transacted and promoted or carried on by it are as follows:

- a) To engage in the fiber optic engineering field with emphasis on safety and construction and any other activities legal in the State of Florida, the United States, or any other state, county, territory or nation.
- b) To buy, sell, lease, own, improve, mortgage, or otherwise acquire, hold and dispose of land and property, real, personal, and mixed for the purpose of engaging in any activity or business permitted by law.
- c) To purchase, lease, exchange, and otherwise acquire any and all rights, permits, privileges, franchises, licenses, trademarks, patents and concessions suitable and covenant for the purpose of this corporation.
- d) To endorse, assume, insure or guarantee any contract, obligation, bond, note, mortgage or other evidence of indebtedness.
- e) To enter into contracts and to borrow money, with or without security; and to execute mortgages, issue bonds, notes, certificates and collateral trust notes by all or any of the assets of the corporation.
- f) The corporation shall possess all of the rights, powers and privileges granted corporations under the laws of the State of Florida and any State in which said corporation shall operate. Said power shall include but not be limited to the power to indemnify directors, officers, employees, and agents for any liability which may be imposed upon any of them as a result of so serving.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at one time is zero (0). The corporation is not authorized to issue any shares of stock at the time of incorporation.

The corporation may change this procedure at some future date and the stock may be issued by the corporation from time to time to such persons, firms or corporation as the majority of the Board of Directors may indicate.

The consideration to be paid for such stock shall be determined by the majority of the Board of Directors from time to time, and shall be paid in lawful currency of the United States, or may be paid in property, past services, or other consideration determined by the majority of the Board of Directors, to be at least equal to the value of the shares issued thereof.

ARTICLES IV: TERMS OF EXISTENCE

The corporation is to exist perpetually, which said existence shall commence on the date of issuance of the corporation charter.

ARTICLES V: ADDRESS

The Post Office Address of the principal office of the corporation in the state of Florida is: 338 Woodland Avenue Mary Esther, Florida 32569

ARTICLE VI: PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the corporation is: 338 Woodland Avenue Mary Esther, Florida, 32569 and the name of the Registered Agent of the corporation at that address is Karen K. Howard.

ARTICLE VII: BOARD OF DIRECTORS

The corporation shall be managed by the Board of Directors of the corporation. The initial board shall consist of one (1) Director whose name and address is as follows:

Clyde Howard
338 Woodland Avenue
Mary Esther, Florida 32569

The number of directors shall be fixed, in the manner provided therein, by the By-Laws of the corporation which may increase or decrease the number of members of said board, but in no case shall the board of directors be less than one (1) or more than four) directors.

ARTICLE VIII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law.

ARTICLE IX: BY-LAWS

Both the Board of Directors and/or the shareholders shall have the power to adopt, alter, amend or repeal the By-Laws of the corporation.

STATE OF FLORIDA
COUNTY OF OKALOOSA

AFFIDAVIT OF RESIDENT AGENT

I, Karen K. Howard, the undersigned, do hereby consent to serve as Resident Agent for FSP CONSULTING, INC., to accept any and all service of process for said corporation in any and all legal proceedings which may be filed against PSF Consulting, Inc., and do hereby state that I am of legal age, and that my business address is: 338 Woodland Avenue Mary Esther. Florida 32569.


KAREN K. HOWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Karen K. Howard, to me well known and known to me to be the person described in and who executed the foregoing Affidavit of Resident Agent and who being duly sworn acknowledge to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and seal in the County of Okaloosa, and State of Florida, this 12TH day of FEBRUARY, 1999.


NOTARY PUBLIC
State of Florida at Large

Identification Produced: Florida Drivers License
H630-S11-47-724-0

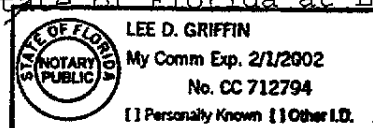
Clyde Howard
CLYDE HOWARD

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me this day personally appeared Clyde Howard whose complete business address is: 338 Woodland Avenue Mary Esther, Florida 32569, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed same for the purposes stated therein.

WITNESS my hand and official seal in Okaloosa County, Florida, this 12th day of FEBRUARY 1999.

Lee D. Griffin
NOTARY PUBLIC
State of Florida at Large



Identification Produced: Florida Drivers License
H630-100-42-260-0

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SECRETARY OF STATE
TALLAHASSEE FLORIDA