

The Law Offices of
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March 9, 1999

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

Re: Incorporation of Internet Services & Solutions, Inc.

800002804038--6
-03/12/99--01051--018
*****122.50 *****78.75

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named corporation, as well as a certificate designating Registered Agent/Registered Office, together with our client's check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified copy of Articles Fee	\$ 52.50
Registered Agent Designation Fee	\$ 35.00
Total	\$122.50

Your prompt response in returning a certified copy of the Articles is appreciated. Thank you for your assistance in this matter.

Very Truly Yours,


JEFFREY A. LeHEUP, Esq.

cc: Ralph J. Lupton, III

enclosures

FILED
99 MAR 12 AM 8:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA
MAR 17 1999

ARTICLES OF INCORPORATION
OF
INTERNET SERVICES & SOLUTIONS, INC.

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99 MAR 12 AM 8:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I

The name of this corporation is **INTERNET SERVICES & SOLUTIONS, INC.** The initial principal place of business of this corporation is:

4202 E. Busch Blvd., Suite 4
Tampa, FL 33617

The mailing address of this corporation is:

4202 E. Busch Blvd., Suite 4
Tampa, FL 33617

The bylaws may provide for relocation of the principal office or mailing address to any other address.

ARTICLE II

The purpose of this corporation is to engage in any activity or business permitted by the laws of the United States and Florida.

ARTICLE III

The corporation is authorized to issue 500 shares, all of one class, at \$1.00 par value. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in other property (other than stock or securities), at a just valuation to be fixed by the board of directors of this corporation.

ARTICLE IV

The business of this corporation shall be conducted, carried on, and managed by the officers of

this corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law.

ARTICLE V

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

No holder of common stock of this corporation shall have any pre-emptive right to purchase or to subscribe to any new issues of any type of stock of the corporation, and no shareholder shall have any pre-emptive right to purchase or to subscribe to any such stock unless so permitted by a majority vote of the board of directors of this corporation. "New issues" shall be construed to mean any number of shares of the capital stock of this corporation originally authorized by these Articles of Incorporation, but not initially issued, as well as any other shares of any kind subsequently authorized by these Articles of Incorporation or any amendment thereto.

ARTICLE VI

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to Florida statute or law.

ARTICLE VII

The name and address of the initial registered agent and office of this corporation is as follows:

Ralph J. Lupton, III
4202 E. Busch Blvd., Suite 4
Tampa, FL 33617

ARTICLE VIII

This corporation shall have one director(s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Ralph J. Lupton, III
4202 E. Busch Blvd., Suite 4
Tampa, FL 33617

ARTICLE IX

The name and address of the Incorporator signing these Articles of Incorporation is:

Ralph J. Lupton, III
4202 E. Busch Blvd., Suite 4
Tampa, FL 33617

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 9th day of March, 1999.


Ralph J. Lupton, III
as Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

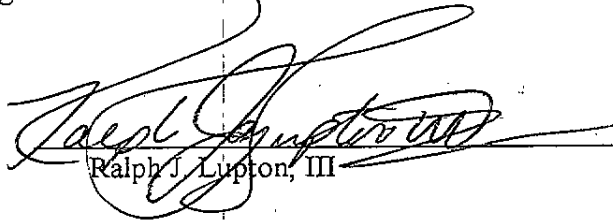
In pursuance to the provisions of section 607.0501, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That INTERNET SERVICES & SOLUTIONS, INC., desiring to organize under the laws of the State of Florida has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

Ralph J. Lupton, III
4202 E. Busch Blvd., Suite 4
Tampa, FL 33617

ACKNOWLEDGMENT

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.


Ralph J. Lupton, III

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TALLAHASSEE FLORIDA