

P99000029197

TRANSMITTAL LETTER

March 1, 1999

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

700002819547--0  
-03/26/99-01038-001-  
\*\*\*\$78.75 \*\*\*\$78.75

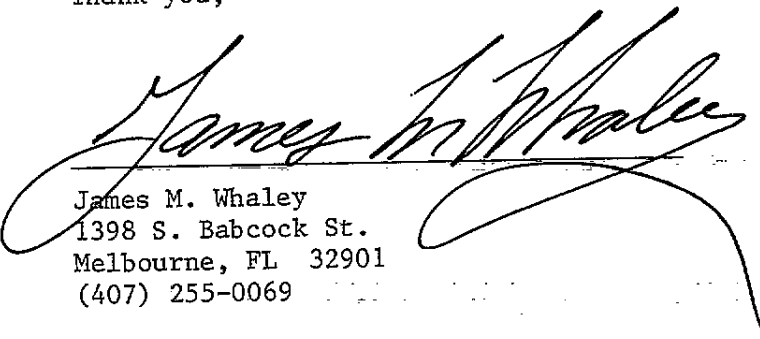
Subject: CitiCepts International, Inc.  
(proposed corporate name)

Enclosed, please find an original and two copies of the Articles of Incorporation for the above corporation and check in the amount of \$78.75 for the following fees:

\$70.00 filing  
\$ 8.75 Cert.

Please return one copy to me with the filing date stamped on it.

Thank you,

  
James M. Whaley  
1398 S. Babcock St.  
Melbourne, FL 32901  
(407) 255-0069

FILED  
99 MAR 26 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/30/99  


Articles of Incorporation  
Of

FILED  
99 MAR 26 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Article I - Name

The name of this corporation shall be : CitiCepts International, Inc.

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

1398 S. Babcock St.  
Melbourne, FL 32901

Article II - Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten million (10,000,000) shares at \$.01 per share, par value.

Article IV - Initial Registered Agent and Address

The name and address of the initial registered agent is:

James M. Whaley  
1398 S. Babcock St.  
Melbourne, FL 32901

Article V - Term of existence

This corporation is to exist perpetually.

## Article VI - Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. Initially, this corporation shall have one Director. The name and address of the initial member of the Board of Directors is:

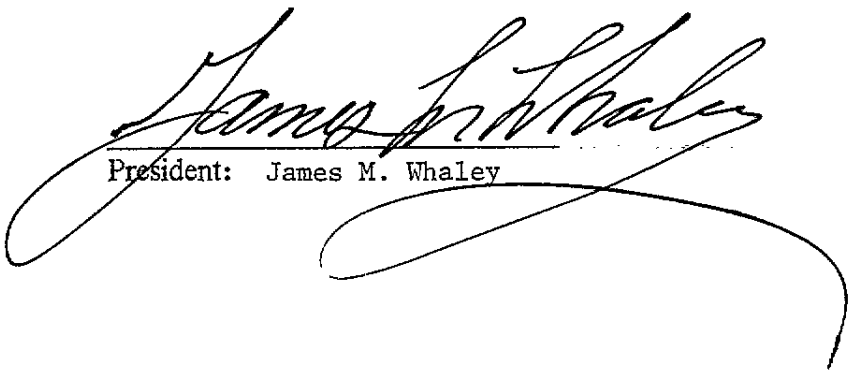
James M. Whaley  
1398 S. Babcock St.  
Melbourne, FL 32901

## Article VII - Incorporator

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

James M. Whaley  
1398 S. Babcock St.  
Melbourne, FL 32901

These Articles of Incorporation have been executed this 1 day of March by the undersigned.

A large, stylized handwritten signature of James M. Whaley, written in black ink. The signature is fluid and cursive, with a long horizontal stroke at the bottom that extends to the right.

President: James M. Whaley

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/agent, in the state of Florida.

1. The name of the corporation is:

CitiCepts International, Inc.

2. The name and address of the registered agent and office is:

James M. Whaley  
1398 S. Babcock St.  
Melbourne, FL 32901

Signature

(Corporate Officer)

Title: President

Date:

March 1, 1999

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 the 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

Date:

March 1, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR 26 PM 3:45

FILED