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ALBERT J. STOPKA, III, P.A.

ATTORNEY AT LAW

P. O. Box 300

108 MOSLEY DRIVE

LYNN HAVEN, FL 32444

TELEPHONE: (850) 785-6600

FACSIMILE: (850) 872-9158

April 23, 1999

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Florida Electronic Business Resource Company, Inc.
Our File No. 131.1

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with our firm's check no. 1396 in the amount of \$122.50 for payment of the following costs:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	<u>\$ 52.50</u>
	\$122.50

Please file these Articles upon receipt and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to give me a call

Sincerely,

ALBERT J. STOPKA, III, P.A.

Mary Boyd, Legal Assistant to
Albert J. Stopka, III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR 26 AM 8: 27
FILED

mab
Enclosure(s)

B. BROCK APR 30 1999

ARTICLES OF INCORPORATION

OF

FLORIDA ELECTRONIC BUSINESS RESOURCE COMPANY, INC.

FILED
99 APR 26 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is FLORIDA ELECTRONIC BUSINESS RESOURCE COMPANY, INC. and the street address of the initial principal office is 1612 Lindenwood Drive, Panama City, Florida 32405.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - REGISTERED AGENT AND OFFICE ADDRESS

The name of the initial registered agent is ALBERT J. STOPKA, III, whose street address is 108 Mosley Drive, Lynn Haven, Florida 32444.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management

of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Evy T. Finch
whose address is 1612 Lindenwood Drive, Panama City, Florida 32405.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 23rd day of April,
1999.

Evy T. Finch
Evy T. Finch

STATE OF FLORIDA
COUNTY OF BAY

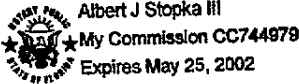
The foregoing Articles of Incorporation of FLORIDA ELECTRONIC
BUSINESS RESOURCE COMPANY, INC. was acknowledged before me this 23rd
day of April, 1999, by Evy T. Finch, who: (notary **must**
check applicable box)

- is personally known to me.
 produced a current Florida driver's license as identification.
 produced _____ as identification

(SEAL)

Albert J. Stopka III
ALBERT J. STOPKA, III
(Print Name)

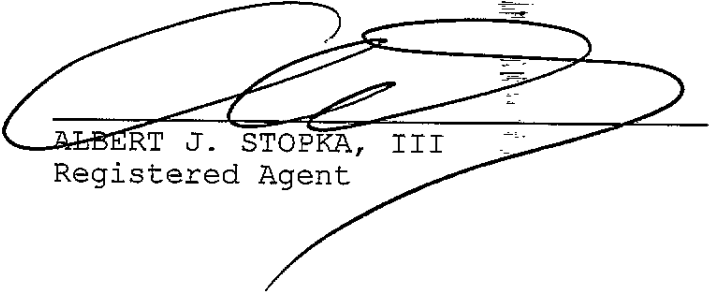
Notary Public
Commission # _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
FLORIDA ELECTRONIC BUSINESS RESOURCE COMPANY, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 23rd day of April, 1999.


ALBERT J. STOPKA, III
Registered Agent

FILED
99 APR 26 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA