

ARMADILLO SYSTEMS, INC.
1716 CHAPEL TREE CIRCLE, APT J
BRANDON, FLORIDA 33511

May 3, 1999

P99000042865

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

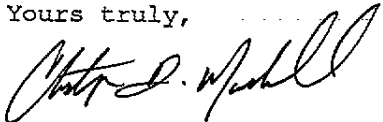
Re: Armadillo Systems, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Armadillo Systems, Inc.
along with my check in the amount of \$122.50 to cover all fees, including
certified copies of the Articles.

If you need any further information, please contact me at (813) 655-0491.

Yours truly,



Christopher D. Marshall
President

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****122.50 *****78.75

Encls.

FILED
99 MAY - 7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 11 1999

ARTICLES OF INCORPORATION
OF
ARMADILLO SYSTEMS, INC.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Armadillo Systems, Inc. and its principal mailing address is P.O. Box 2941, Brandon, Florida 33509. The street address is 1716 Chapel Tree Circle, Apt J, Brandon, Florida 33511.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on May 1, 1999.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be 50 million shares of common stock with a par value of \$0.0001 per share and 50 million shares of preferred stock with a par value of \$0.0001 per share. Each share of issued and outstanding capital stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the capital stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1716 Chapel Tree Circle, Apt J, Brandon, Florida 33511, and the initial registered agent of the corporation at such address is Christopher D. Marshall.

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99 MAY -7 PM 3:30
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TALLAHASSEE, FLORIDA

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

NAME

ADDRESS

Christopher D. Marshall

1716 Chapel Tree Circle
Apartment J
Brandon, Florida 33511

ARTICLE VII

By-Laws

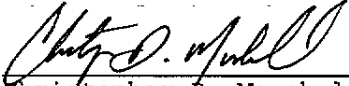
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 1st day of May, 1999.


Christopher D. Marshall

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Armadillo Systems, Inc., desiring to organize under the laws of the State of Florida, hereby designates Christopher D. Marshall, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1716 Chapel Tree Circle, Apt J, Brandon, Florida 33511, the business office of its Registered Agent, as its Registered Office.

ARMADILLO SYSTEMS, INC.

By: _____

Christopher D. Marshall, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

Christopher D. Marshall

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