

JUSTIN SIRIANNI

P99000044219

339 EAGLE CREEK CIRCLE
LAKE MARY, FLORIDA, 32746

Phone 407-322-6117

Fax 407-322-6118

MAY 9, 1999

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

EFFECTIVE DATE
5-7-99

300002872173--3
-05/12/99--01018--014
*****78.75 *****78.75

Dear Sir or Madam,

Attached are the articles of Incorporation for EPSILON HOLDINGS, INC.,
to be filed with your office.

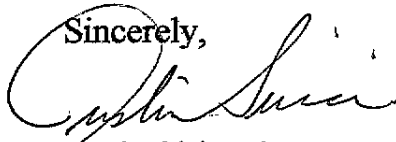
Also attached is a check for \$78.75 to cover the necessary costs.

Please return copies of the recorded documents to me at the following
address:

Justin Sirianni/CLUSTER BRANCH
339 Eagle Creek Circle,
Lake Mary, Florida 32746

Please call me at 407-322-6117 or 321-6866 if there are any problems.

Sincerely,


Justin Sirianni

JAS/gs

attachments

cc: Cluster Branch Partners, LTD.

NEW CORPORATION COVER LETTER

FILED
99 MAY 12 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-14
WS

FILED
99 MAY 12 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EPSILON HOLDINGS, INC.

The undersigned subscribers to these articles of incorporation are under no disability and are competent to form this corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: EPSILON HOLDINGS, INC.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual.

ARTICLE III. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is any and all lawful business for which corporations may be incorporated under the Corporation Act of the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The corporation shall have authority to issue two million (2,000,000) shares of stock with no stated or par value. There shall initially be one million (1,000,000) shares of class "A" common stock, and one million (1,000,000) shares of class "B" common stock which will vote 5 to 1 to class "A" stock.

ARTICLE V. INITIAL ADDRESS AND REGISTERED AGENT.

The street address of EPSILON HOLDINGS, INC. is:
2580 RIDGEWOOD AVE, #225
SANFORD, FLORIDA 32773

or at such other place, within or without the State of Florida as may be subsequently designated by the board of directors.

The corporation hereby designates Justin A. Sirianni as its initial registered agent at said address. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Justin A. Sirianni

ARTICLE VI. DIRECTORS & OFFICERS

The corporations initial board of directors shall consist of one or more directors, who shall be directly responsible to the stockholders until a new board of directors is selected. There shall be only one director initially; however, that number will be increased by the nomination to the board of two (2) directors at any time after the incorporation of the company, by Cluster Branch Partners, LTD and the Chairman of the board and CEO of EPSILON HOLDINGS, Inc., will also be selected and designated by Cluster Branch Partners, LTD. The name and address of the initial directors and officers are as follows:

Justin A. Sirianni, President, Treasurer, Secretary, Director
2580 Ridgewood Ave, #225
Sanford, Florida 32773

ARTICLE VII. STOCKHOLDERS

The initial stockholder(s) shall be:

Cluster Branch Partners,, Inc. ("CBP")
339 Eagle Creek Circle
Lake Mary, Florida 32746

CBP shall be immediately issued 550,000 shares of class "B" common stock which will vote 5 votes for each one vote of class "A" common stock.

Justin Sirianni
2580 Ridgewood Ave, #225
Sanford, Florida 32773

Sirianni will immediately be issued 550,000 shares of class "A" common stock which votes 1 to 1.

ARTICLE VIII. INCORPORATOR

The incorporator of EPSILON HOLDINGS, INC. is:

Justin A. Sirianni.
2580 Ridgewood Ave, #225
Sanford, Florida 32773

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify each and every officer and director, including former officers and directors, to the full extent permitted by law, against all expenses and liabilities, claims or levies, including payment all costs of legal fees and legal counsel incurred or imposed upon the director(s) or officer(s) in connection to any proceeding, action or payment of any settlement of any kind related to being an officer or director of the corporation. All retainers, costs and fees shall be immediately paid for the officer or director from corporate funds and/or guaranteed by the corporation, and the officer or director shall have no responsibility to reimburse or repay the corporation in any manner, nor shall any salary, fees or compensation due to the officer or director be withheld or offset in any manner. The forgoing rights shall be in addition to and not exclusive of all other rights to which such director(s) or officer(s) may be entitled.

ARTICLE XI. RIGHTS OF INITIAL DIRECTORS

The initial director shall have the right to be a director and officer of the corporation so long as the director is a shareholder, or represents a shareholder in any general partner or beneficial capacity, of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect the initial director named in these articles of incorporation to the office of director and officer as long as that director is a shareholder, or represents a shareholder, of the corporation. This Article may not be amended in any way without the written consent of the initial Director who is a shareholder, or represents a shareholder of the corporation at the time of the amendment.

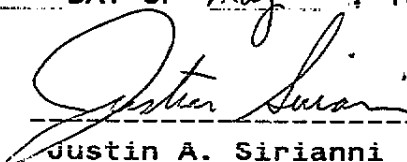
ARTICLE XII. BYLAWS

The power to adopt, alter, amend, and repeal the bylaws shall be vested in the board of directors, but all alterations, amendments, and repeals of the bylaws must be approved by the majority vote relative to their respective voting power, of the shareholders.

ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these articles of incorporation.

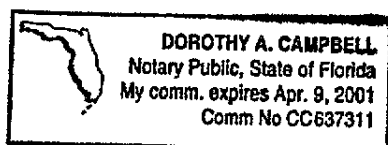
WITNESS MY HAND AND SEAL THIS 7th DAY OF May, 1999


Justin A. Sirianni

STATE OF FLORIDA, COUNTY OF Seminole

I hereby certify that on this day, before me, an officer duly authorized in the State and in the County aforesaid, to take acknowledgements, personally appeared Justin A. Sirianni, to me to me known to be the person that executed the forgoing said instrument, and acknowledged before me that he executed said instrument for the purpose therein expressed.

Witness my hand and seal this 7th day of May, 1999.




Notary Public

FILED
99 MAY 12 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA