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727-447-4291

June 2, 1999

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

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-06/03/99--01060--005
****122.50 *****78.75

RE: Filing Articles of Incorporation for Circle Three Corporation

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for filing regarding the above referenced corporation. I have enclosed postal money order in the amount of \$122.50 made payable to the Florida Secretary of State. I understand this amount will cover filing and costs for a certified copy.

The certified copy of the Articles of Incorporation should be returned to me at the above address.

Thank you for your attention to this matter.

Very truly yours,



Daniel K. Schaffner

DKS/cg
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CIRCLE THREE CORPORATION

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 the corporation shall be

CIRCLE THREE CORPORATION

The principal place of business and mailing address of this corporation shall be 2095 Drew Street, Clearwater, Florida 33758.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses 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 twenty million (\$20,000,000) shares having a par value of \$.00005 per share.

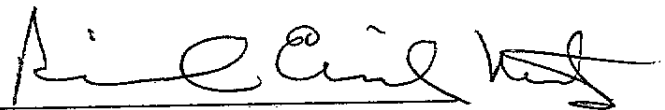
ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is RICHARD EMIL METZ,
2095 Drew Street, Clearwater, Florida 33758.

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is
RICHARD EMIL METZ, 2095 Drew Street, Clearwater, Florida 33758.

The undersigned has executed these Articles of Incorporation this 2nd day of
June, 1999.


RICHARD EMIL METZ

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is CIRCLE THREE CORPORATION.
2. The name and address of the registered agent and office is RICHARD EMIL METZ, 2095 Drew Street, Clearwater, Florida 33758.

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 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.


RICHARD EMIL METZ

CLERK OF THE COURT
TALLAHASSEE, FLORIDA

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