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ROBERT L. UNDERWOOD, P.A.  
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June 4, 1999

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

400002900084--7  
-06/10/99--01016--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: MEGASYS, INC.

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

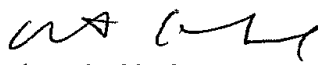
|                              |          |
|------------------------------|----------|
| Filing fee                   | \$ 35.00 |
| Registered Agent Designation | \$ 35.00 |
| Certified copy               | \$ 8.75  |
| Total                        | \$ 78.75 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned:

Robert L. Underwood  
537 East Park Avenue  
Tallahassee, FL 32301

Thank you for your assistance.

Respectfully submitted,

  
Robert L. Underwood

FILED  
99 JUN 10 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. BROCK JUN 14 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**MEGASYS, INC.**

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**FILED**  
99 JUN 10 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is MEGASYS, INC.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence unless sooner dissolved by law.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

**AMENDMENT OF ARTICLES**

The power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote.

ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office of this corporation is 537 East Park Avenue, Tallahassee, FL 32301. The initial registered agent of this corporation is Robert L. Underwood, whose mailing address is 537 East Park Avenue, Tallahassee, FL 32301.

ARTICLE VII

**INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Directors and Officers of the Corporation, who shall hold such offices for the first year and/or until their successors are chosen and duly qualified, shall be:

Edgar Viera  
11576 Linden Drive  
Spring Hill, FL 34608

ARTICLE VIII

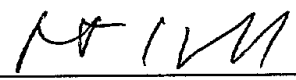
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Robert L. Underwood  
537 East Park Avenue  
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation on the  
4th day of June, 1999.

  
\_\_\_\_\_  
Robert L. Underwood

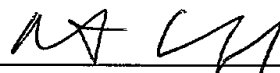
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

That MEGASYS, INC., desiring to organize or qualify under the laws of the State  
of Florida, with its principal place of business at 537 East Park Avenue,  
Tallahassee, FL 32301, has named as its agent ROBERT L. UNDERWOOD,  
located at 537 East Park Avenue, Tallahassee, FL 32301, to accept service of  
process within Florida.

Having been named to accept service of process for the above-stated  
Corporation, at the place designated in this Certificate, I hereby agree to act in  
this capacity, and I further agree to comply with the provisions of all Statutes  
relative to the proper and complete performance of my duties.

DATED this 4th day of June, 19 99.

  
\_\_\_\_\_  
Robert L. Underwood  
Registered Agent

**FILED**  
99 JUN 10 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA