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Department of State

Division of Corporations

PO Box 6327

Tallahassee, Florida 32314

000002937940--1
-07/21/99-01081-004
*****70.00 *****70.00

SUBJECT: AVALON INTERSERVE, INC.

Enclosed is an original and (1) one copy of the articles of incorporation and a check for \$70.00 to cover the filing fee.

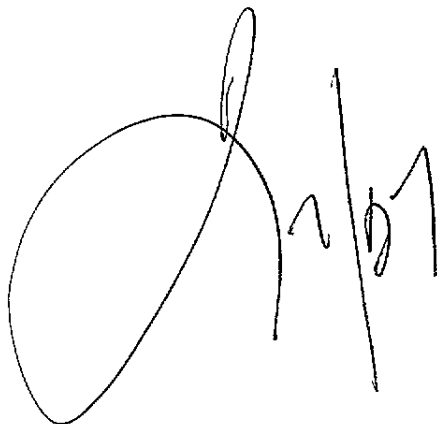
Covenant Financial & Tax, Inc.

21 N. Hepburn Ave., Ste 21

Jupiter, FL 33458

561-744-9547

FILED
99 JUL 21 AM 10:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A large, stylized handwritten signature in black ink, appearing to be a cursive representation of a name, possibly "Covenant".

ARTICLES OF INCORPORATION

OF

AVALON INTERSERVE, INC.

FILED
99 JUL 21 AM 10:21
TALLAHASSEE FLORIDA
SECRETARY OF STATE

I, the undersigned natural person of the age of twenty-one years or more, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Avalon Interserve, Inc. whose principal office is located at its registered office in the State of Florida to be located at 400 Uno Lago Drive, Suite 205, Juno Beach, Florida 33408 in the county of Palm Beach.

ARTICLE II - TERM OF EXISTANCE

The period of duration of the corporation is perpetual unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in internet services or any other business or any other act or activities for which corporations may be organized under the General Statutes of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue 10,000 (ten thousand) shares of common stock with no par value.

ARTICLE V - OFFICERS DIRECTORS

The number of directors constituting the initial board of directors shall be one and the name and address of the person who is to serve as the director until the first meeting of the shareholders or until their successors can be elected and qualified is:

NAME	POST OFFICE ADDRESS
Lana Moroz	400 Uno Lago Drive, Suite 205 Juno Beach, Florida 33408

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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:
AVALON INTERSERVE, INC.
2. The name and address of the registered agent and office is:
Lana Moroz
400 Uno Lago Drive, Suite 205
Juno Beach, Florida 33408

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 the provisions of all the 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.

Signature: _____

Lana Moroz

Date: _____

7/19/99

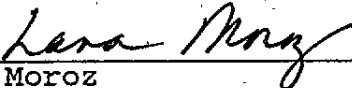
Page 2 - Articles of Incorporation,
AVALON INTERSERVE, INC.

ARTICLE VI - INCORPORATOR

The name and mailing address of the incorporator is as follows:

NAME	POST OFFICE ADDRESSES
Lana Moroz	400 Uno Lago Drive, Suite 205 Juno Beach, Florida 33408

The undersigned Incorporator has executed these Articles of Incorporation on this 19th day of July, 1999



Lana Moroz

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SECRETARY OF STATE
TALLAHASSEE FLORIDA