

P99000067400

ePowerNet, Inc.

2519 St. Heather Way
Orlando, FL 32806

July 20, 1999

Florida Department of State
Division of Corporations
Bureau of Corporation Records
Charter Section
P. O. Box 6327
Tallahassee, FL 32314

700002939767--9
-07/23/99--01037--004
****122.50 ****78.75

Gentlemen:

Enclosed please find our check as payment for the following fees relative to our incorporation:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified fee	<u>52.50</u>
Total	\$122.50

Please return all documents to this office upon recording.

Sincerely,

ePowerNet, Inc.



Richard W. Rourk

FILED
99 JUL 23 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: Articles of Incorporation

Check # 1655

ARTICLES OF INCORPORATION

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is
ePowerNet, Inc.

ARTICLE TWO

DURATION

The corporation shall commence existence as of the date of execution of these articles. The term of existence shall be perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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7/21/99

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99 JUL 23 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares. All shares shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

ARTICLE SIX

RESTRICTION OF TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of three fourths (3/4) of the outstanding shares of this corporation.

ARTICLE SEVEN

REGISTERED OFFICE

The address of the initial registered office of the corporation is:

**2519 St. Heather Way
Orlando, FL 32806**

and the name of the initial registered agent at such address is:

Richard W. Rourk

ARTICLE EIGHT

INITIAL STOCK SUBSCRIPTIONS

The initial subscribers to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

Richard W. Rourk	510 Shares
2519 St. Heather Way	
Orlando, FL 32806	

ARTICLE NINE

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE TEN

INCORPORATORS

The names and addresses of the incorporators are:

Richard W. Rourk
2519 St. Heather Way
Orlando, FL 32806

ARTICLE ELEVEN

AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in the articles of incorporation, or any amendment hereto, but only by the vote of at least three fourths (3/4) of the outstanding shares of this corporation.

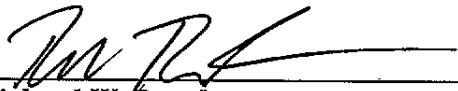
ARTICLE TWELVE

PRINCIPAL OFFICE ADDRESS

The mailing address of the principal office is:

2519 St. Heather Way
Orlando, FL 32806


In witness whereof, the undersigned incorporators have executed these articles of this the 21st day of July, 1999.

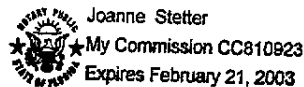

Richard W. Rourk

State of Florida
County of Orange

I hereby certify that on this day before me, an officer duly qualified to take acknowledgements, personally appeared **Richard W. Rourk**, to me known to be the person(s) described herein and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the 21st day of July, 1999.


Notary Public
My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state; naming agent upon whom process may be served and names and addresses of the officers and directors.

In compliance with chapter 48.091 for the Florida Statutes, the following is submitted:

ePowerNet, Inc.

a corporation organizing under the laws of the State of Florida with its principal office at:

Richard W. Rourk

has named the following as its agent to accept service process within the state:

2519 St. Heather Way
Orlando, FL 32806

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named 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 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.

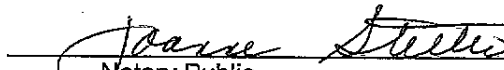
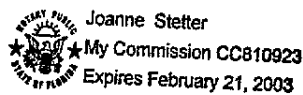


Richard W. Rourk

State of Florida
County of Orange

I hereby certify that on this day before me, an officer duly qualified to take acknowledgements, personally appeared **Richard W. Rourk**, to me known to be the person described herein and who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

Witness my hand and official seal in the county and state last aforesaid, this the 21st day of July, 1999.


Notary Public
My commission expires:

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TALLAHASSEE, FLORIDA