



Law Offices of Carl A. Cascio, P.A.

Carl A. Cascio

David S. Nicnick
Gary S. Gaffney
(of Counsel)

August 27, 1999

P 99000077914
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Zeosync Corporation

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation, along with a check in the amount of \$122.50 for filing the Designation of Registered Agent and certified copy fee for the above-referenced entity. Please return the Certificate of Incorporation and certified copy of the Articles of Incorporation to this office at your earliest convenience.

Very truly yours,


Carl A. Cascio

Enclosures

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-08/27/99-01066-020
****122.50 *****78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/1/99
DM

First Financial Plaza

639 East Ocean Avenue, Suite 207 - Boynton Beach, FL 33435 - (561) 736-7743 - Fax (561) 737-9775

**ARTICLES OF INCORPORATION
OF
ZEOSYNC CORPORATION**

**ARTICLE I
NAME**

The name of this Corporation is Zeosync Corporation.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which profit corporations may be incorporated under the Florida General Corporation Act. No other purpose limits the general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV
SHARES**

The aggregate number of shares which the Corporation is authorized to issue is One Billion (1,000,000,000) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the Corporation is c/o Peter St. George, 639 East Ocean Avenue, Suite 406, Boynton Beach, Florida 33435. The street address of its initial Registered Office

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is 639 East Ocean Avenue, Suite 207, Boynton Beach, Florida 33435, and the name of its initial Registered Agent at such address is Carl A. Cascio, P.A.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Peter St. George	639 East Ocean Avenue, Suite 406 Boynton Beach, Florida 33435

ARTICLE VII
INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Peter St. George	639 East Ocean Avenue, Suite 406 Boynton Beach, Florida 33435

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE IX
INITIAL OFFICERS

The names, offices and street addresses of the first officers of this Corporation, who shall hold office for the first year of the Corporation's existence or until their successors are elected and shall

have qualified, are the following:

NAME

OFFICE

ADDRESS

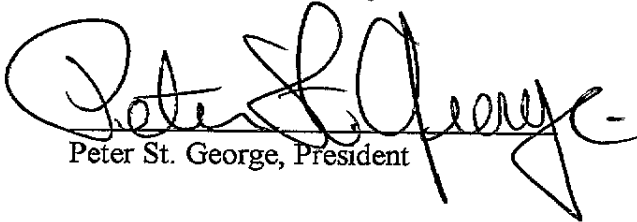
Peter St. George

President

639 East Ocean Avenue, Suite 406
Boynton Beach, Florida 33435

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this

25 day of August, 1999.

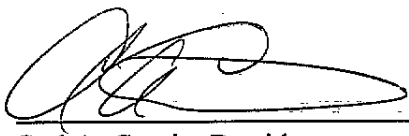


Peter St. George, President

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

For: CARL A. CASCIO, P.A., Registered Agent

BY: 
Carl A. Cascio, President

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