

P99000086201

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Capital Growth Systems,
Inc.

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*****70.00 *****70.00

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Art of Inc. File _____
LTD Partnership File _____
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L.C. File _____
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Trade/Service Mark _____
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RA Resignation _____
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Cert. Copy _____
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Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
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**ARTICLES OF INCORPORATION
OF
CAPITAL GROWTH SYSTEMS, INC.**

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The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE 1

NAME

The name of the corporation shall be

CAPITAL GROWTH SYSTEMS, INC.

The address of the principal office of this corporation
shall be:

**23123 State Road 7, Suite 350b
Boca Raton, Florida 33433**

ARTICLE 11

NATURE OF BUSINESS

This corporation may engage or transact any or all lawful
activities or business 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 maximum number of shares of stock that this corporation is authorized
to have outstanding at any one time is 25,000,000 shares of common stock, \$.0001

par value per share and 5,000,000 shares of preferred stock, \$.0001 par value per share with such rights and preferences as determined by the Board of Directors.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

**JEFFREY KLEIN
23123 State Road 7
Suite 350B
Boca Raton, Florida 33428**

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

**Jeffrey G. Klein
23123 STATE ROAD SEVEN
Suite 350-B
BOCA RATON, FLORIDA 33428**

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation
is:

JEFFREY G. KLEIN, ESQUIRE
SUITE 350-B
23123 STATE ROAD SEVEN
BOCA RATON, FLORIDA 33428

ARTICLE VIII

ELECTIONS

The Corporation expressly elects not to be governed by the provisions
of Section 607.0901 and 607.0902 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have made and subscribed these
Articles of Incorporation this 2nd day of September, 1998



JEFFREY G. KLEIN, INCORPORATOR

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

JEFFREY G. KLEIN, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above Articles of Incorporation and is familiar with and accepts the obligation of the position of Registered agent under Section 607.0505 Florida Statutes.



JEFFREY G. KLEIN, REGISTERED AGENT