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October 6, 1999

Doris Brown
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

900003001929--4
-09/30/99-01077-008
*****78.75 *****78.75

Re: Kingsware, Inc.

Dear Ms. Brown:

Enclosed is a certificate of Designation of Registration of Registered Agent in duplicate, along with a copy and original of the Articles of Incorporation for Kingsware, Inc.

McGregor N. King is the Registered Agent and Vice President of Kingsware, Inc. I may be reached at (813)835-1069 by phone, or at 4532 W. Kennedy Blvd., #PMB213, Tampa, Fl. 33609-2539 by mail.

Thank you very much for your cooperation in this matter.

Very truly yours,

Handwritten signature of McGregor N. King and date 10/6/99

McGregor N. King,
Vice President, Kingsware, Inc.

FILED
99 OCT 11 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten note at bottom left: 10/99-22821



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 1999

WILLIAM C. ROCKER, ESQ.
4532 WEST KENNEDY BOULEVARD
#PMB 213
TAMPA, FL 33609-2539

SUBJECT: KINGSWARE, INC.
Ref. Number: W99000022821

We have received your document for KINGSWARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 999A00048004

**ARTICLES OF INCORPORATION OF
KINGSWARE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Kingsware, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4532 West Kennedy Blvd., #PMB 213, Tampa, Florida 33609-2539.

ARTICLE III: CAPITAL STOCK

The number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is McGregor N. King, 4310 South Renellie Drive, Tampa, Florida 33611.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is William C. Rocker, Esq., 4623 Woodmere Road, Tampa, FL 33609.

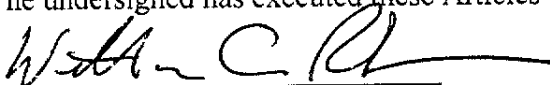
ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and the directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

The undersigned has executed these Articles of Incorporation this 28th day of September, 1999.


William C. Rocker, Esq.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 : Kingsware, Inc.

2. The name and address of the registered agent and office is:

McGregor N. King

4310 South Renellie Drive

Tampa, Florida 33611

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 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.

McGregor N. King V.P.
(Signature)

10/7/99
(Date)

McGregor N. King, Vice President Kingsware, Inc.
Printed Name, Title