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December 10, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600003074316--9
*****70.00 *****70.00

Re: Covenant Technologies, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above mentioned corporation. Also enclosed is out check in the amount of \$70.00 representing the filing fee and registered agent designation. Please file the Articles and return to my office in the enclosed self addressed, stamped envelope. Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Paul Puzzanghera

Paul Puzzanghera
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PP/jln

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLA.*

**ARTICLES OF INCORPORATION
OF
COVENANT TECHNOLOGIES, INC.**

ARTICLE I. NAME

The name of the corporation shall be COVENANT TECHNOLOGIES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of software development & information technology consulting.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 101 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at it's registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any other restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on terms set forth above, and this provision shall be binding upon the Personal Representative of the shareholder.

Each stock certificate shall carry the following legend:

"These Shares Are Held To Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation,
A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's by laws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board of Directors is: Christopher J. Besser, 10381 127th Place North, Largo, Florida 33773.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: Christopher J. Besser, 10381 127th Place North, Largo, Florida 33773.

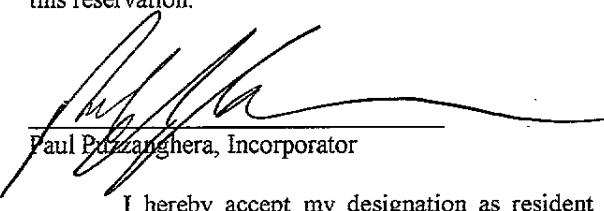
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Christopher J. Besser, 10381 127th Place North, Largo, Florida 33773.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Paul Puzzanghera, 4500 Central Ave., St. Petersburg, Florida 33711.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Paul Puzzanghera, Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of COVENANT TECHNOLOGIES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for COVENANT TECHNOLOGIES, INC.


Christopher J. Besser, Registered Agent