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(Requestor's Name)

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PICK-UP WAIT MAIL

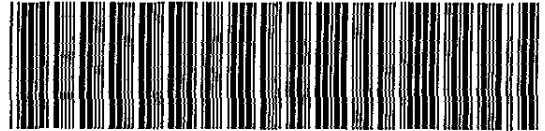
(Business Entity Name)

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EFFECTIVE DATE
01-01-03

02 NOV -4 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: Spiral Minds, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Christopher L Tompkins
Name (Printed or typed)

4009 E Michigan St
Address

Orlando, FL 32812
City, State & Zip

407.739.7775
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
FOR
SPIRAL MINDS, INC.**

(EFFECTIVE DATE: JANUARY 1, 2003)

ARTICLE I – NAME

EFFECTIVE DATE
01-01-03

The name of the corporation shall be
Spiral Minds, Inc.

ARTICLE II – PRINCIPLE OFFICE

The initial principle office shall be located at
3058 Unkaterri Lane, Orlando, Florida 32806-5644

The initial mailing address shall be
P.O. Box 561140, Orlando, Florida 32856-1140

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ARTICLE III – PURPOSE

The purpose for which this corporation is organized is to conduct any and all lawful business for which a profit corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV – POWERS

This corporation shall possess and may exercise all powers and privileges conferred on a profit corporation under the laws of the State of Florida, together with all powers necessary for the conduct, promotion, or attainment of the activities or purposes of this corporation, limited only by the restrictions set forth in these Articles of Incorporation or this corporation's Bylaws.

ARTICLE V – BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of a minimum of two (2) persons, and shall be determined through election at the commencement of each annual meeting of the Board of Directors.

The names and addresses of the initial Board of Directors shall be

Co-Chairman
Christopher L. Tompkins
4009 East Michigan Street
Orlando, Florida 32812-5175

Co-Chairman
Daniel P. Magyari
3058 Unkaterra Lane
Orlando, Florida 32806-5644

ARTICLE VI – LIABILITY

No Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of a Director be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII – STOCK SHARES

This corporation shall have the authority to issue ten thousand (10,000) shares of common stock.

ARTICLE VIII – BYLAWS

The Board of Directors is authorized to make, amend, alter, or repeal any and all Bylaws of this corporation.

ARTICLE IX – AMENDMENTS

This corporation reserves the right to amend, alter, or repeal any provision contained in these Articles of Incorporation by a majority affirmative vote by the directors present at a meeting of the Board of Directors.

ARTICLE X – TERM OF EXISTANCE

This corporation shall commence on January 1, 2003, and shall exist perpetually.

ARTICLE XI – DISSOLUTION

Upon dissolution of this corporation, all assets remaining after payment to creditors shall be distributed among all shareholders eligible for dividend distribution.

ARTICLE XII – REGISTERED AGENT

The name and address of the initial registered agent shall be

**Daniel P. Magyari
3058 Unkaterri Lane
Orlando, Florida 32806-5644**


ARTICLE XIII – INCORPORATORS

The names and addresses of the incorporators shall be

**Christopher L. Tompkins
4009 East Michigan Street
Orlando, Florida 32812-5175**

**Daniel P. Magyari
3058 Unkaterri Lane
Orlando, Florida 32806-5644**

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TALLAHASSEE, FLORIDA


Christopher L. Tompkins / Incorporator 10/31/02
Date


Daniel P. Magyari / Incorporator 10/31/02
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Daniel P. Magyari / Registered Agent 10/31/02
Date