

PHILIP KREUTZER, CPA, PA
CERTIFIED PUBLIC ACCOUNTANT
13554 BRISTLECONE CIRCLE
ORLANDO, FLORIDA 32828

PHILIP KREUTZER, CPA, MBA

P 960000 1636

December 26,
1995

Ms. Sandra Mortham
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-1-96

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-01/03/96--01002--003
***122.50 ***122.50

Dear Ms. Mortham;

Enclosed please find a check for \$122.50 to cover the various fees and appropriate taxes for incorporating under the name **SEG Way, Inc.**

Respectfully yours,

Philip Kreutzer
Philip Kreutzer, CPA
13554 Bristlecone Circle
Orlando, FL 32828

96 JAN 2 11:11 AM
FILED
TALLAHASSEE, FLORIDA
TELEPHONE (407) 382-4267
FAX (407) 382-6428

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**ARTICLES OF INCORPORATION
OF**

EFFECTIVE DATE
1-1-96 **SEG Way, Inc.**

The undersigned incorporators make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation is **SEG Way, Inc.**, with a principal office and mailing address of

686 Roaring Drive, #340
Altamonte Springs, FL 32714

ARTICLE II: TERMS OF EXISTENCE

This Corporation shall commence as of January 1, 1996 shall have perpetual existence.

ARTICLE III: NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STRUCTURE

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1,000) shares of common stock of the same class, having a par value of no par per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 686 Roaring Drive #340, Altamonte Springs, FL 32714; and the name of the initial registered agent of this Corporation at that address is Sandra Gorman. The Board of Directors may, from time to time, move the principal office to any other address.

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TALLAHASSEE, FLORIDA

ARTICLE VI: BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The name and street address of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the Laws of the State of Florida, shall hold office until the first annual meeting of the Shareholders or until his successor is elected and qualifies, or until his resignation, removal from office, or death is:

Sandra Gorman
686 Roaring Drive, #340
Altamonte Springs, FL 32714

ARTICLE VIII: INCORPORATORS

The name and address of the incorporators of these Articles of Incorporation are:

Sandra Gorman
686 Roaring Drive, #340
Altamonte Springs, FL 32714

ARTICLE IX: BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors or the Shareholders.

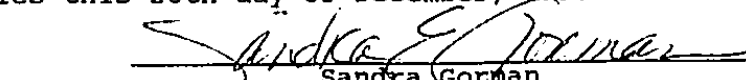
ARTICLE X: INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, any right conferred upon the Shareholders are subject to this resolution.

IN WITNESS WHEREOF, the Incorporators have executed these Articles this 26th day of December, 1995.


Sandra Gorman

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Sandra Gorman, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 22 day of December, 1995.



CHARLES H. SCHOENE
My Commission CC281566
Expires Apr 29, 1997

A handwritten signature in cursive script, appearing to read "Charles H. Schoene", written over a horizontal line.

NOTARY PUBLIC

My commission expires: 4-29-97

Having been named to act as Registered Agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby 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.

A handwritten signature in cursive script, appearing to read "Sandra E. Gorman", written over a horizontal line.

Sandra Gorman
Registered Agent
SEG Way, Inc.
December 26, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA