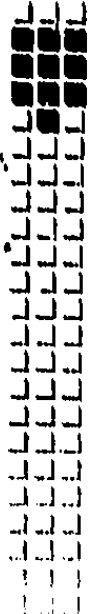


P96000072893

TenKey

..... Publishing, Inc. ....



FILED  
96 AUG 26 PM 3:20  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

August 22, 1996

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

700001933487  
-08/27/96--01141--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Please accept the enclosed original and one copy of the Articles of Incorporation for TenKey Interactive, Inc. Also enclosed is a check for \$70.00 to pay filing fees. Please return the copy stamped with the date of filing using the return postage paid envelope.

Thank you for your assistance.

Sincerely,

*Jim McArdle*  
Jim McArdle

*JK  
9/3/96*

**ARTICLES OF INCORPORATION  
OF  
TENKEY INTERACTIVE, INC.**

**FILED**  
96 AUG 26 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 807 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be TenKey Interactive, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 5422 Carrier Drive, Suite 201, Orlando, Florida 32819.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is twenty million (20,000,000) shares of common stock having a par value of one cent (\$0.01) per share, and five million shares (5,000,000) of preferred stock having a par value of one dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE / AGENT**

The initial street address of the registered office of this Corporation is 4606 Woodlands Village Drive, Orlando, Florida 32835. The Board of directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at this address is James M. McArdle. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
James M. McArdle	4606 Woodlands Village Drive Orlando, Florida 32835

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The Initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
James M. McArdle	4606 Woodlands Village Drive Orlando, Florida 32835

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

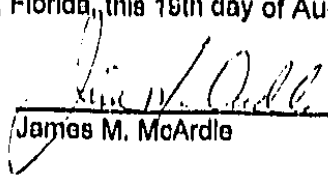
This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

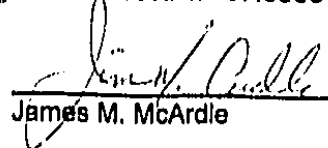
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these  
Articles of Incorporation at Orlando, Florida, this 19th day of August, 1996.

RECORDED  
20 20 1996  
TALLAHASSEE, FLORIDA

  
James M. McArdle

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

  
James M. McArdle

Date: August 19, 1996