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November 17, 2000

VIA FEDEX DELIVERY #305-8652-931

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Q NEW MEDIA, INC.**

100003471591--1
-11/20/00--01162--014
122.50 **78.75

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced entity, together with a check in the amount of \$122.50 to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Very truly yours,


John F. Flanigan

JFF/sc
Enclosures

cc: Brian G. Flanigan (copy of letter *only*)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Q NEW MEDIA, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be **Q NEW MEDIA, INC.** (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 13205 U.S. Highway 1, Suite 535, Juno Beach, Florida 33408.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 13205 U.S. Highway 1, Suite 535, Juno Beach, Florida 33408, and the name of the initial registered agent of this Corporation at that address is BRIAN G. FLANIGAN.

ARTICLE VIII

Board of Directors

This Corporation shall have four (4) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

BRIAN G. FLANIGAN

13205 U.S. Highway 1, Suite 535
Juno Beach, Florida 33408

NEAL A. KOBLITZ

13205 U.S. Highway 1, Suite 535
Juno Beach, Florida 33408

JOAN K. MESSLER

13205 U.S. Highway 1, Suite 535
Juno Beach, Florida 33408

KYLAN E. KOBLITZ

13205 U.S. Highway 1, Suite 535
Juno Beach, Florida 33408

ARTICLE IX

By-Laws

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

ARTICLE X

Indemnification

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

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: BRIAN G. FLANIGAN.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of November, 2000.


BRIAN G. FLANIGAN, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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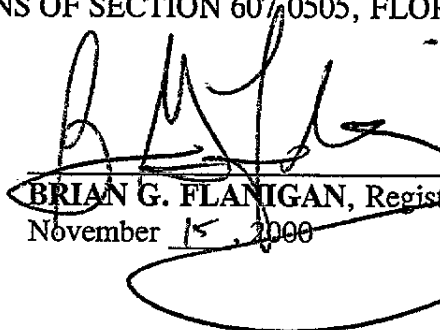
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT Q NEW MEDIA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT
13205 U.S. HIGHWAY 1, SUITE 535, JUNO BEACH, FLORIDA 33408 HAS NAMED
BRIAN G. FLANIGAN, LOCATED AT 13205 U.S. HIGHWAY 1, SUITE 535, JUNO BEACH,
FLORIDA 33408, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


BRIAN G. FLANIGAN, Incorporator
November 15, 2000

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.


BRIAN G. FLANIGAN, Registered Agent
November 15, 2000