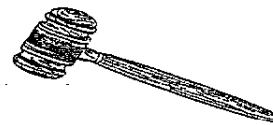


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B. A. Priestly Jackson



Attorney & Counselor at Law

220 East Forsyth St. • Jacksonville, FL 32202 • Tel.: (904) 665-0107 • Fax.: (904) 665-0167

January 19, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 21 AM 7:33

FILED

Dear Sir/Ma'am:

Enclosed please find the Articles of Incorporation of Technomania, Inc., and the check in the amount of \$78.75 for the processing, certified copy fees, and surcharges.

If you have any questions, feel free to contact me.

Sincerely,

Brenda Alexis Priestly-Jackson, Esquire

BAPJ/ecd

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F. 01/21/00

JAN 28 1999

ARTICLES OF INCORPORATION

OF

TECHNOMANIA, INC.

The undersigned desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Technomania, Inc.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting all lawful business.

ARTICLE III: PRINCIPLE OFFICE

The street address of the principal office is 9378 Arlington Expressway, #318, Jacksonville, Florida 32225. The mailing address of Technomania, Inc., is also the same as the street address for the principle office.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 220 East Forsyth Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is Brenda Alexis Priestly Jackson.

ARTICLE V: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 21 AM 7:33

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ARTICLE VI: CAPITAL STOCK

(A) Authorized Shares. This corporation is authorized to issue one hundred shares of stock to all of which will be of the same class. The par value shall be \$2.00 per share.

(B) Preemptive Rights. Shareholders shall have no preemptive rights.

(C) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(D) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(E) Corporate Liquidation and Dissolution. In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of common stock shall be entitled to receive distribution, ratable, of the remaining assets of corporation.

(F) Cumulative Voting. Cumulative voting shall not be permitted.

(G) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as allowed by law.

(H) Transferability. The transferability of all issued and outstanding stock shall be governed by the attached Shareholder Agreement.

ARTICLE VII: DIRECTORS

(A) Number. The corporation shall have one (1) director initially. The number of directors may be increased from time to time bylaws adopted by the shareholders.

(B) Initial Board of Directors. The name and address of the directors, until the first annual meeting of the shareholders, is as follows:

1. DeAndre' L. Jackson Chairman
9378 Arlington Expressway, #318
Jacksonville, FL 32225

(C) Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which compensation shall be paid. Any directors of the corporation may also serve the corporation in another capacity and receive compensation therefor in any form.

(D) -- Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII: BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX: INCORPORATOR

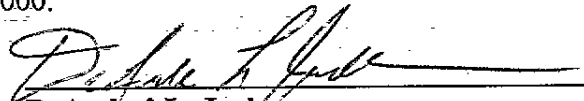
The name and street address of the incorporator of this corporation are:
DeAndre' L. Jackson
9378 Arlington Expressway, #318
Jacksonville, FL 32225

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 21 AM 7:33

FILED

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles
of Incorporation as of this 10th day of January, 2000.


DeAndre' L. Jackson

CERTIFICATE OF DESIGNATION

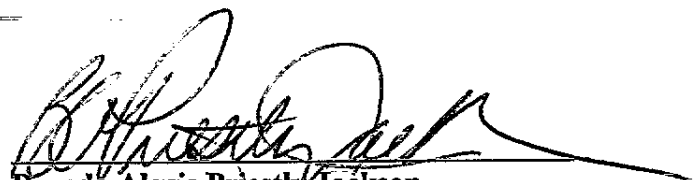
Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation,
organized under the laws of the State of Florida, submits the following statement in designating
the Registered Office/ Registered Agent in the State of Florida:

1. The name of the corporation is Technomania.
2. The name of the Registered Agent is Brenda Alexis Priestly Jackson. The street
and mailing address of the Registered Office is 220 East Forsyth Street, Jacksonville, FL 32202.

HAVING BEEN NAMED, as Registered Agent for this Corporation at the registered
office designated in the foregoing Articles of Incorporation, the undersigned accepts the
designation.

Dated on 10th day of January, 2000.


Brenda Alexis Priestly Jackson,
Registered Agent