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February 1, 2001

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32314
Attn: Filing Department

Re: **EGEG Holdings Corp.**
Mandarin, Inc.

600003630766--2
-02/02/01--01084--011
****157.50 *****78.75

Dear Sir or Madam:

Enclosed and filed herewith are the originals and two copies of the Articles of Incorporation for EGEG Holdings Corp. and Mandarin, Inc.

Please acknowledge receipt on the enclosed copies and return them to me in the enclosed self-addressed, pre-paid envelope provided, together with the notice of document number.

Also enclosed is our check in the amount of \$157.50 as the required fee for filing and certification.

Very truly yours,

W. RODGERS MOORE, P.A.


Allison Edwards, Esq.

FILED
01 FEB - 2 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

C:\My Documents\SIRS 2001\EGEG Holdings Corp\Sec of State Filing Articles.doc

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W01-2645
gja/s

ARTICLES OF INCORPORATION

OF *Library Automation*
MANDARIN, INC.

ARTICLE I
NAME

Library Automation

The name of this corporation is: Mandarin, Inc.

The principal address is: 2424 N. Federal Highway, Suite 160, Boca Raton, Florida 33431.

ARTICLE II
PURPOSE

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

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, par value shall be \$.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

FILED
01 FEB - 2 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 2424 N. Federal Highway, Suite 160, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is: W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Elliot Goldstein	3210 Jasmine Court Delray Beach, FL 33483
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Eleanor Goldstein	3210 Jasmine Court Delray Beach, FL 33483
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ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

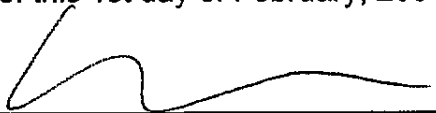
ARTICLE VIII
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles is W. Rodgers Moore, 2424 North Federal Highway, Suite 160, Boca Raton, FL 33431.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 1st day of February, 2001.



Subscriber and Registered Agent
W. Rodgers Moore

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day of February, 2001, by W. Rodgers Moore, who is personally known to me.

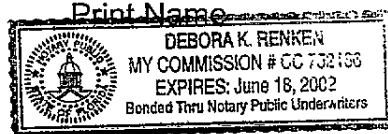
My commission expires:



Notary Public


Debora K. Renken

Print Name



Acceptance of Registered Agent

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 of the Florida Statutes.

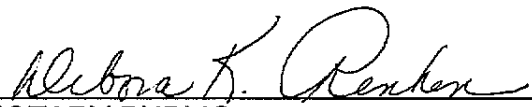

Registered Agent
W. Rodgers Moore

FILED
01 FEB - 2 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day of February, 2001, by W. Rodgers Moore who is personally known to me.

My commission expires:


NOTARY PUBLIC
