

P010000017085

MARK W. LORD
Attorney at Law

P.O. Box 1643, 34230
46 N. Washington Blvd., Suite 16
Sarasota, FL 34236
941-365-4995

February 11th, 2001

200003678952--5
-02/14/01--01062--003
*****78.75 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: HYDROGEN HYPERMEDIA, INC.

Ladies and Gentlemen:

Please register the subject entity as a corporation under Florida law, and return a copy of the corporate articles and the corporate certificate.

Thanks again for your cooperation.

Very truly yours,

Mark W. Lord

Mark W. Lord

enc.: (2)

FILED
FEB 14 AM 10:24
OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*PAW 2/15/01
Hv*

ARTICLES OF INCORPORATION

OF

HYDROGEN HYPERMEDIA, INC.

FILED

01 FEB 14 AM 10:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, DOUGLAS S. GILLILAND, do hereby incorporate myself for the purpose of becoming a corporation for profit under Florida law.

ARTICLE I

The name of the corporation is HYDROGEN HYPERMEDIA, INC..

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

This corporation is organized to produce chemistry, physics, and physical science related software for sale to educational institutions for use in connection with multi-media computer programs and other instructional programs. The corporation may also engage in other related enterprises and functions not prohibited by law.

ARTICLE IV

The aggregate number of shares which this corporation is authorized to issue is One Hundred Thousand (100,000), all of which shall be common shares with a par value of One Dollar (\$1.00) per share. Each shareholder has full preemptive rights to purchase shares held or owned by other shareholders of the corporation. Each shareholder of any class of stock of this corporation is also entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation at the price at which such shares are offered to others.

2.

Each shareholder of any class of stock of this corporation has full preemptive rights to purchase any corporate securities carrying rights of subscription to, and/or acquisition of, any unissued or treasury stock.

ARTICLE V

The business of the corporation shall be managed by the shareholders.

ARTICLE VI

The registered office of the corporation is: 3642 Walden Pond Drive, Sarasota, Florida 34240. The name of the Registered Agent is: DOUGLAS S. GILLILAND.

ARTICLE VII

The business office of the corporation is: 3642 Walden Pond Drive, Sarasota, Florida 34240.

ARTICLE VIII

The corporation's legal existence will begin on the first day that it is legally qualified to transact business in Florida.

ARTICLE IX

The corporation may indemnify any officer, agent, or other representative, when reasonable, to the fullest extent permitted by law.

ARTICLE X

The name and address of the incorporator is:

3.

FILED

Douglas S. Gilliland
3642 Walden Pond Drive
Sarasota, Florida 34240

01 FEB 14 AM 10:24

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE XI

The corporation's web site will be:

WWW.PHYSICALSCIENCESERIES.COM

I HAVE SUBSCRIBED my name to these Articles of
Incorporation for the purposes expressed herein, this 5TH of
February, 2001.


DOUGLAS S. GILLILAND

HYDROGEN HYPERMEDIA, INC., establishing its registered
office pursuant to Florida law at 3642 Walden Pond Drive, Sarasota,
Florida 34240, has named DOUGLAS S. GILLILAND, 3642 Walden Pond
Drive to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above corporation at the location designated in these articles,
I hereby agree to act as registered agent and to comply with
Florida law.


DOUGLAS S. GILLILAND