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Transmittal Letter

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 28, 2001

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

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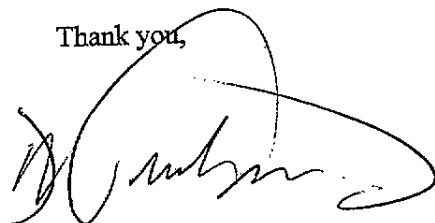
SUBJECT: Citae, Inc.

Please find enclosed an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent / Registered Office for Citae, Inc., a new Florida corporation.

A check for \$78.75 is enclosed for the filing fee, certified copy and certificate.

Please send the certificate and certified copy of the articles to Jeffrey Prutsman at P.O. Box 917251, Longwood, FL 32791-7251.

Thank you,



Jeffrey Prutsman

P.O. Box 917251
Longwood, FL 32791-7251
(407) 399-5793

3-2-01
WC

ARTICLES OF INCORPORATION OF
CITAE, INC.
A FLORIDA CORPORATION

The undersigned Incorporator, pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for CITAE, INC., a Florida corporation.

ARTICLE I
NAME

The name of the corporation is: CITAE, INC.

ARTICLE II
ADDRESS

The principal office and mailing address of the corporation is: 210 Crown Point Circle, Suite 112, Longwood, FL 32779.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is: 210 Crown Point Circle, Suite 112, Longwood, FL 32779, and the corporation's initial registered agent at such address is Jeffrey D. Prutsman.

ARTICLE IV
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Jeffrey D. Prutsman, 210 Crown Point Circle, Suite 112, Longwood, FL 32779.

ARTICLE V
DURATION

The duration of the corporation shall be perpetual.

ARTICLE VI
PURPOSE

The corporation is organized for the purpose of engaging in the information services business, and the corporation may engage in any and all other lawful business which corporations may conduct under the laws of the State of Florida.

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ARTICLE VII CAPITAL STOCK

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 225,000,000 shares, consisting of (i) 150,000,000 shares of without par value Common Stock, and (ii) 75,000,000 shares of without par value Preferred Stock.

The consideration for the issuance of the shares shall be paid to or received by the Corporation in full before their issuance.

Common Stock

A. General. All shares of Common Stock will be identical and will entitle the holders thereof to the same rights, powers and privileges. The rights, powers and privileges of the holders of the Common Stock are subject to and qualified by the rights of holders of any then outstanding Preferred Stock.

B. Voting Rights. Except as otherwise required by law or these Articles of Incorporation, each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Action required or permitted to be taken by stockholder vote may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Except as otherwise required by law or these Articles of Incorporation, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to stockholders for a vote (including any action by written consent). There shall be no cumulative voting.

C. Dividends. Subject to provisions of law and these Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

D. Dissolution, Liquidation or Winding Up. Subject to provisions of law and these Articles of Incorporation, in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

E. Redemption. The Common Stock is not redeemable.

F. Preemptive Rights. No holder of any of the shares of the Common Stock or of options, warrants or other rights to purchase shares of the Common Stock shall have any preemptive right to purchase or subscribe for any unissued stock of any series, or any unissued bonds, certificates indebtedness, debentures or other securities convertible into or exchangeable for stock of any series or carrying any right to purchase stock of any series; but any such unissued stock, bonds, certificates or indebtedness, debentures or other securities convertible into or exchangeable for stock or carrying any right to purchase stock may be issued pursuant to resolution of the Board of Directors of the Corporation to such persons, firms, corporations or associations, whether or not holders thereof, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its sole discretion.

Preferred Stock

A. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in this ARTICLE VII, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

B. Authority to Establish Variations Between Series of Preferred Stock. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by Section 607.06, Florida Statutes, and the provisions of these Articles of Incorporation, to provide by adopting a resolution or resolutions, for the issue of the undesignated Preferred Stock in one or more series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in a certificate, which shall be filed in accordance with the Florida General Corporation Law, and the resolutions of the Board of Directors creating such series. The authority of the Board of Directors with respect to each such series shall include, without limitation of the foregoing, the right to determine and fix:

(a) the distinctive designation of such series and the number of shares to constitute such series;

(b) the rate at which dividends on the shares of such series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or

accruing, and whether the shares of such series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(c) the right or obligation, if any, of the Corporation to redeem shares of the particular series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(e) the terms and conditions, if any, upon which shares of such series shall be convertible into, or exchangeable for, shares of capital stock of any other series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such series or any shares of any other series of Preferred Stock; and

(i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with these Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Articles of Incorporation.

C. Conversion Rights. Each share of Preferred Stock shall, upon terms to be established by the Board of Directors, be convertible into fully-paid and non-assessable shares of Common Stock, at the option of the holder thereof.

(a) Reservation of Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock (including any shares of Preferred Stock represented by any warrants, options, subscription or purchase rights for Preferred Stock), and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock

(including any shares of Preferred Stock represented by any warrants, options, subscriptions or purchase rights for such Preferred Stock), the Corporation shall take such action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(b) No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation shall from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of Preferred Stock.

ARTICLE VIII DIRECTORS

The number of directors of the Corporation shall be set forth in either the Bylaws or in resolutions duly adopted from time to time by the Board of Directors, but shall never be less than one. Subject to the terms of these Articles of Incorporation, vacancies in the Board of Directors of the Corporation, however caused, and newly created directorships shall be filled by a vote of a majority of the directors then in office, whether or not a quorum, and any director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the director expires and when the director's successor is elected and qualified.

ARTICLE IX LIMITATION OF DIRECTOR'S LIABILITY

Except to the extent that the General Corporation Law of Florida prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. If the Florida General Corporation Law is amended after approval by the stockholders of this ARTICLE IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Florida, as so amended. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE X AMENDMENT

Except as otherwise required by law or these Articles of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XI STOCKHOLDER MEETINGS

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE XII BYLAWS

Except as otherwise provided in these Articles of Incorporation, in furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE XIII INDEMNIFICATION

The Corporation may, to the fullest extent permitted by the Florida General Corporation Law, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

Indemnification may include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the Indemnitee to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this ARTICLE XIII, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

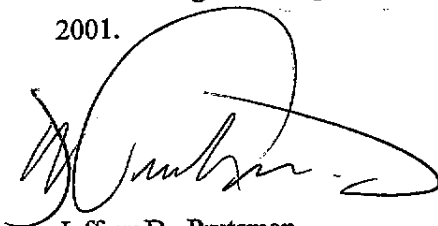
The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the Corporation.

The indemnification rights provided in this ARTICLE XIII (i) shall not be deemed exclusive of any other rights to which Indemnitees may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this ARTICLE XIII.

ARTICLE XIV EFFECTIVE DATE

Pursuant to the provisions of Section 607.0203, Florida Statutes, the effective date of these Articles is March 1, 2001.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 2001.

A handwritten signature in black ink, appearing to read "Jeffrey D. Prutsman", is written over a large, loopy circular flourish.

Jeffrey D. Prutsman,
As Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Designation of
Registered Agent / Registered Office

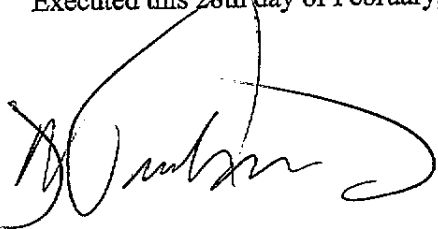
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the corporation's registered agent and registered office in the State of Florida.

1. The name of the corporation is: Citae, Inc.
2. The name and address of the registered agent and registered office is:

Jeffrey D. Prutsman
210 Crown Point Circle, Suite 112
Longwood, FL 32779.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed this 28th day of February, 2001.



Jeffrey D. Prutsman,
As Registered Agent for Citae, Inc.
210 Crown Point Circle, Suite 112
Longwood, FL 32779