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March 27, 2002

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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Re: MACTIVE, INC.

Dear Sirs:

In connection with the above-referenced corporation, enclosed please find an original and one copy of the following documents:

Certificate of Domestication; and

Articles of Incorporation containing the
Designation of Registered Agent.

Please file the originals and return the date-stamped copy to the undersigned, together with a letter of acknowledgement. A stamped, pre-addressed envelope is provided for this purpose.

Also enclosed is our client's check in the amount of \$198.75 to cover the filing fees.

Thank you for your assistance in this matter.

Sincerely,



Angela DiSalvo,
Legal Assistant to
Patrick F. Healy, Esq.

/ads
Enclosures

F. CHESSE

APR 5

11/27/96

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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CERTIFICATE OF DOMESTICATION

The undersigned, Scott Roessler, President of MACTIVE, Inc., a foreign company, in accordance with F.S. 607.1801 does hereby certify:

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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 APR - 1 1996 1:36

1. The date on which the corporation was first formed was November 27, 1996.
2. The jurisdiction where the above corporation was first formed, incorporated, or otherwise came into being was the District of Columbia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was MACTIVE, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Florida Statutes Sections 607.0202 and 607.0401 with this Certificate of Domestication is MACTIVE, Inc.
5. The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the District of Columbia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Florida Statute Section 607.1801.

I am the President of MACTIVE, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 25 day of March, 2002.


Scott Roessler

MEL1 #474700 v1

ARTICLES OF INCORPORATION
OF
MACTIVE, INC.

The undersigned, acting as incorporator of MACTIVE, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is MACTIVE, INC. (the "Corporation").

ARTICLE II. ADDRESS

The mailing address of the Corporation is 410 North Wickham Road, Suite 200, Melbourne, Florida 32935.

ARTICLE III. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida including but not limited to engaging in the sale and development of computer software and other related computer technology on both the domestic and international levels.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 2,000 shares of common stock, without par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 410 North Wickham Road, Suite 200, Melbourne, Florida 32935 and the name of the Corporation's initial registered agent at that address is Don Rogers.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

Scott Roessler
865 Spanish Wells
Melbourne, FL 32904

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 25 day of March, 2002.



Scott Roessler
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

That MACTIVE, INC. to organize under the laws of the State of
Florida with its initial registered office as indicated in the Articles of Incorporation
at 410 North Wickham Road, Suite 200, Melbourne, FL 32935 has named Don
Rogers its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation
named above, at the place designated in this certificate, the undersigned agrees to
act in that capacity, to comply with the provisions of the Florida Business
Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 25 day of March, 2002.


Don Rogers

MEL1 #474702 v1

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TALLAHASSEE, FLORIDA
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