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FILED
02 AUG 30 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

August 28, 2002

Re: ADAPTIVE COMMERCE, CORP.

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-08/30/02--01071--001
*****70.00 *****70.00

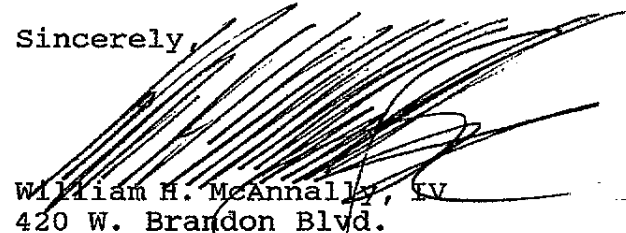
Dear Clerk,

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a non-certified copy to the undersigned.

Sincerely,


William H. McAnnally, IV
420 W. Brandon Blvd.
Suite 202
Brandon, FL 33511
(813) 653-0772

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ARTICLES OF INCORPORATION
OF
ADAPTIVE COMMERCE, CORP.

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ARTICLE I - NAME

The name of this corporation shall be: ADAPTIVE COMMERCE,
CORP.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity
or business permitted under the laws of the United States and the
State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is
authorized to have outstanding at any time is 1,000 shares of
common stock having a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be:
1901 Redbridge Drive, Brandon, FL 33511. The initial Registered
Agent of this corporation at such office, shall be FERNANDO ROMERO,
who upon accepting this designation agrees to comply with the

provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: 1901 Redbridge Drive, Brandon, FL 33511.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of five (5) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board are:

NAME	ADDRESS
MARCO ROMERO	107-04 Otis Ave. Corona, New York 11368
DENNIS ROMERO	107-04 Otis Ave. Corona, New York 11368
DAVID ROMERO	107-04 Otis Ave. Corona, New York 11368
FERNANDO ROMERO	1901 Redbridge Drive Brandon, FL 33511
EDWARD ROMERO	1821 Old Pond Lane Norwich, CT 06360

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
FERNANDO ROMERO	1901 Redbridge Drive Brandon, FL 33511

ARTICLE IX
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 28th day of August, 2002.


FERNANDO ROMERO,
as Incorporator



FERNANDO ROMERO,
as Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of ADAPTIVE COMMERCE, CORP., was acknowledged before me this 28th day of August, 2002, by FERNANDO ROMERO, as incorporator, who is personally known to me or

who has produced a Florida driver's license, as identification and who did not take an oath.

(SEAL)



(Signature of person taking acknowledgment)
William H. McAnnally, IV

(Printed Name of officer taking acknowledgment)
NOTARY PUBLIC

(Title or rank)
CC891145

(Serial number, if any)



William H McAnnally IV
My Commission CC891145
Expires December 08, 2003

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT

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TALLAHASSEE FLORIDA

Pursuant to applicable Florida Statutes, the following is
submitted:

That ADAPTIVE COMMERCE, CORP., desiring to organize under the
laws of the State of Florida, with its Registered Office as
indicated in the ARTICLES OF INCORPORATION at 1901 Redbridge Drive,
Brandon, FL 33511, has named FERNANDO ROMERO, as its Registered
Agent.

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated
corporation as designated in this Certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of
said Act relative to keeping open said office.


FERNANDO ROMERO