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DEMPSEY & ASSOCIATES
PROFESSIONAL ASSOCIATION

STATE 200
1011 W. WASHINGTON BLVD
WINTER PARK, FLORIDA 32789-1744
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ORLANDO, FLORIDA 32802-1980
TELEPHONE (407) 422-5166

February 23, 1995

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

Re: Articles of Incorporation of Egcclerate, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Egcclerate, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before March 1, 1995.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,

Daniel N. Brodersen
DANIEL N. BRODERSEN

DNB:dad
Enclosures

A:\WARREN\ART-INC.LTR

DNB
3/1/95

EFFECTIVE DATE
2-23-95

FILED
95 FEB 27 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EQCELERATE, INC.

FILED

95 FEB 27 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

EFFECTIVE

ARTICLE I - NAME OF CORPORATION

2-23-95

The name of this Corporation shall be EQCELERATE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 3504 Lake Lynda Drive, Suite 380, Orlando, FL 32817.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of one-tenth of one cent (\$0.001) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1031 W. Morse Blvd., Suite 200, Winter Park, FL 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Daniel N. Brodersen. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Cathryn Lynn Vickers	3504 Lake Lynda Drive, #380 Orlando, Florida 32817

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is.

<u>Name</u>	<u>Address</u>
Cathryn Lynn Vickers	3504 Lake Lynda Drive, #380 Orlando, Florida 32817

ARTICLE VIII - INDEMNIFICATION

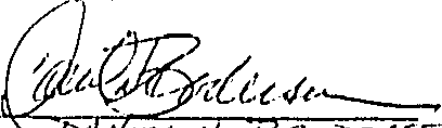
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at ORLANDO, Florida, this 23rd day of FEBRUARY, 1995.

Cathryn Lynn Vickers

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:


DANIEL N. BRODERKSEN

Date:

2/23/75

AI\WARREN\ARTICLES, INC.

FILED
FEB 27 11:00 AM '75
TALLAHASSEE, FLORIDA
SECRETARY OF STATE