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LAW OFFICES OF
BOEHM, BROWN, RIGDON, SEACREST & FISCHER, P.A.
A PROFESSIONAL ASSOCIATION

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POST OFFICE BOX 1080
COCOA, FLORIDA 32923
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FAX 14071631888

TELEPHONE CENTER
CIVIL TINAL LAWYER
FAX CENTER
WORKING COMMUNICATION

August 29, 1994

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RECEIVED 11:15 AM 10/14/94
00051735-01063-002
***122.50 ***122.50

RE: Interactive Corporate Communications, Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation to establish a corporation in the state of Florida under the name Interactive Corporate Communications, Inc. Please find the Articles of Incorporation and attendant documents as enclosed. A check in the amount of \$122.50 has been enclosed for the following fees:

\$35.00 (Filing Fees);
\$52.50 (Certified Copy); and,
\$35.00 (Registered Agent Designation).

As indicated, please forward the certified copy of the enclosed Articles of Incorporation to my attention at the address listed below:

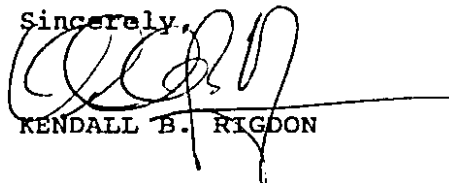
840 North Cocoa Boulevard
Cocoa, Florida 32922.

Also enclosed is the original Application for Reservation of Corporate Name for IONET.

If there are any questions or concerns regarding this incorporation, please contact me at your convenience. Thank you for your time and consideration in this matter.

W95-17808

Sincerely,


KENDALL B. RIGDON

00789
00615
00611
00671

KBR:rc

Enclosures: As stated

vgw 9/95

BOEHM, BROWN, RIGDON, SEACREST & FISCHER, P.A.

A PROFESSIONAL ASSOCIATION

401 N. W. 10th Avenue

Room 1000, Suite 1000

COVINGTON, FLORIDA 32003

(904) 666-6721

FAX (904) 666-6722

BOEHM, BROWN, RIGDON, SEACREST & FISCHER, P.A.
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401 N. W. 10th Avenue
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401 N. W. 10th Avenue
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(904) 666-6721
FAX (904) 666-6722

September 13, 1994

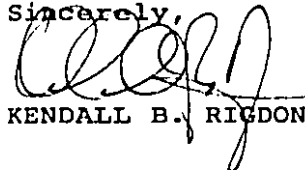
Ms. Vickie Whitfield
Corporate Specialist
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Interactive Corporate Communications, Inc.

Dear Ms. Whitfield:

Pursuant to your letter of September 5, 1995, regarding the above-reference corporation, please find enclosed herewith a duly executed Certificate of Designation of Registered Agent/Registered Office. I am also returning to you the original documentation you returned to me. The filing fee check in the amount of \$122.50 was not enclosed, so the check has been deposited into your account I presume. If this is not the case, please advise me. Thank you for your time and attention to this matter.

Sincerely,


KENDALL B. RIGDON

KBR:rc

Enclosures: As stated



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

September 5, 1995

KENDALL B. RIGDON
POST OFFICE BOX 1080
COCOA, FL 32923

SUBJECT: INTERACTIVE CORPORATE COMMUNICATIONS, INC.
Ref. Number: W95000017808

We have received your document for INTERACTIVE CORPORATE COMMUNICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield
Corporate Specialist

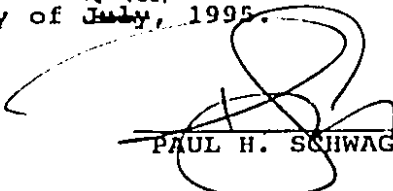
Letter Number: 995A00041066

APPLICATION FOR RESERVATION OF CORPORATE NAME

Pursuant to the provisions of Section 607.0402, Florida Business Corporation Act, the undersigned hereby applies for reservation of the following name for a non-renewable period of 120 days.

IONET

Dated this 23 day of ^{August}~~July~~, 1995.



PAUL H. SCHWAGER, President

ARTICLES OF INCORPORATION
OF
INTERACTIVE CORPORATE COMMUNICATIONS, INC.

ARTICLE I - NAME

The name of the for profit corporation is INTERACTIVE CORPORATE COMMUNICATIONS, INC.

ARTICLE II - ADDRESS

The address of the for profit corporation, is: INTERACTIVE CORPORATE COMMUNICATIONS, INC., whose address is 325 Clematis Street, Suite C, West Palm Beach, Florida 33401.

ARTICLE III - DURATION

The duration of this for profit corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose of INTERACTIVE CORPORATE COMMUNICATIONS, INC. is to improve and facilitate communications between corporations and their customers and constituents through useful application of technology.

ARTICLE V - AUTHORIZED SHARES

NUMBER. The aggregate number of shares the corporate shall have the authority to issue is 100 shares of capital stock with a value of \$10.00 per share.

INITIAL ISSUE. One hundred (100) shares of the capital stock of the corporation shall be issued for cash at a value of \$10.00 per share.

STATED CAPITAL. The sum of the value of all shares of capital stock of the corporation of an issue shall be the stated capital of the corporation at any particular time.

Article of Incorporation
Interactive Corporate Communications, Inc.
Page Two

DIVIDEND. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK. The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES. The corporation is not authorized to issue shares in series.

ARTICLE VI - ELECTION AND APPOINTMENT OF DIRECTORS

The manner in which directors are to be elected and/or appointed is expressly delineated and controlled by the By-Laws of this corporation.

The initial Board of Directors shall consist of three members, who need not be residents of the State of Florida or shareholders of the corporation.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until other successors shall have been elected and qualified, are as follows:

PAUL H. SCHWAGER
110 Laurel Way
Royal Palm Beach, FL 33411

RORY SANCHEZ
Post Office Box 12122
Lake Park, FL 33403

MICHAEL BRUNETTI
6099 Testa Rossa Circle
Boynton Beach, FL 33437

Article of Incorporation
Interactive Corporate Communications, Inc.
Page Three

ARTICLE VII - INITIAL INCORPORATORS

The names and addresses of the initial incorporators is as follows:

PAUL H. SCHWAGER
110 Laurel Way
Royal Palm Beach, FL 33411

RORY SANCHEZ
Post Office Box 12122
Lake Park, FL 33403

MICHAEL BRUNETTI
6099 Testa Rossa Circle
Boynton Beach, FL 33437

ARTICLE VIII - LIMITATION TO CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

1. Meetings of the Board of Directors may not be conducted by telephonic conference.

ARTICLE IX - SHAREHOLDER ACTION

An affirmative vote of three-fourths (3/4) of all the shares of the corporation shall be required for any shareholder action.

ARTICLE X - AMENDMENTS

The shareholder shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting with not less than a two-thirds (2/3) vote of the common stock.

ARTICLE XI - COMMON STOCK PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions

Article of Incorporation
Interactive Corporate Communications, Inc.
Page Four

that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property, or services, from time to time, in addition to that stock authorized and/or issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized, including authorized and issued shares, shares of common stock held by the holder of all shares of common stock currently authorized and/or issued.

ARTICLE XII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XIII - INITIAL REGISTERED AGENT

The name and the street address of the initial registered agent is:

KENDALL B. RIGDON, Registered Agent
840 N. Cocoa Boulevard
Cocoa, Florida 32922
(407) 636-6723

Article of Incorporation
Interactive Corporate Communications, Inc.
Page Five

ARTICLE XIV - EFFECTIVE DATE

This corporation will come into full legal affect on the ____
day of July.

IN WITNESS WHEREOF, we have hereunto subscribed our names and
seals this 23 day of August, 1995.

[Signature] (L.S.)
PAUL H. SCHWAGER, President

[Signature] (L.S.)
RORY SANCHEZ
Vice-President, Treasurer

[Signature] (L.S.)
MICHAEL BRUNETTI, Secretary

[Signature]
Witness

[Signature]
Witness

STATE OF FLORIDA
COUNTY OF BREVARD

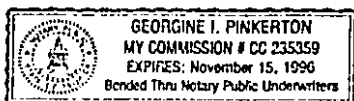
The foregoing was acknowledged before me this 23rd day of
August, 1995, by Paul H. Schwager,
who are personally known to me or has produced N/D
as identification and who did take an oath.

Notary Public:

[Signature]
Notary's Signature

Georgine I. Pinkerton
Print Name
(SEAL)

State of Florida-at-Large
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


65600 10 000005

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is INTERACTIVE CORPORATE COMMUNICATIONS, INC..

2. The name and address of the registered agent and office is: KENDALL B. RIGDON, 840 North Cocoa Boulevard, Cocoa, Florida 32922.

3. HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.



KENDALL B. RIGDON
Registered Agent

Designation of Registered Agent/Registered Office
Interactive Corporate Communications, Inc.
Page Two

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing was acknowledged before me this 13th day of
October, 1994, by KENDALL B. RIGDON, who is personally known to me
or has produced N/A as identification and who
did take an oath.

Notary Public:

Helda A. Carroll
Notary's Signature

HELD A. CARROLL
Print Name



HELD A. CARROLL
My Commission CC424099
Expires Dec. 06, 1998
Recorded by ANN
R00 062-0078

(SEAL)

State of Florida at Large
My Commission Expires: