

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9173 FAX

800-342-8086



network

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 827982 11301A

AUTHORIZATION :

COST LIMIT : * PPD

ORDER DATE : February 1, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 827982

CUSTOMER NO: 11301A

CUSTOMER: Mr. Michael E. Greene
NEIMARK GREENE & NADEL

Suite 602
800 Corporate Drive
Ft. Lauderdale, FL 33334

100001703851
-02/01/96--01056--003
*****70.00 *****70.00

DOMESTIC FILING

NAME: APOGEE ONLINE SYSTEMS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____

FILED
96 FEB - 1 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 1 1996

ARTICLES OF INCORPORATION
OF

APOGEE ONLINE SYSTEMS, INC.

FILED
96 FEB -1 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

APOGEE ONLINE SYSTEMS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of this Corporation is 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 2316 NW 34 TERRACE, FORT LAUDERDALE, FL 33311. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
INCORPORATOR

The name and street address of the Incorporators of these articles are:

BERNARD G. BUTLER
2316 NW 34 TERRACE
FORT LAUDERDALE, FL 33311

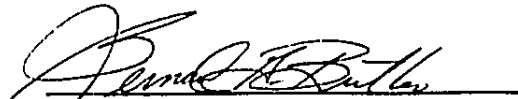
EDWARD CAYIA
2237 NE FIRST COURT
FORT LAUDERDALE, FL 33304

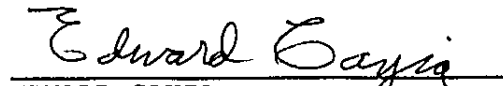
ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is NEIMARK, GREENE & NADEL, P.A., 800 CORPORATE DRIVE, SUITE 602, FORT LAUDERDALE, FL 33334, and the name of the initial registered agent of the Corporation at that address is MICHAEL E. GREENE.

ARTICLE IX
COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence its corporate existence upon filing.


BERNARD G. BUTLER

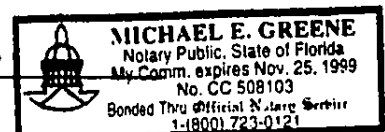

EDWARD CAYIA

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared BERNARD G. BUTLER and EDWARD CAYIA, who produced Florida Drivers Licenses as identification, the persons described as incorporators in and who executed the foregoing Articles of Incorporation and who swore and acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand
and official seal.


Notary Public



**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 Sections 48.091 and 607.0501, Florida Statutes,
the following is submitted:

That APOGEE ONLINE SYSTEMS, INC., desiring to organize
under the laws of the State of Florida, with its Registered Office
as indicated in the Articles of Incorporation at NEIMARK, GREENE
AND NADEL, P.A. and MICHAEL E. GREENE as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above-stated corporation at the place designated in this
Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

Michael E. Greene

**MICHAEL E. GREENE
REGISTERED AGENT**

FILED
96 FEB -1 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA