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MARK LEE SMITH, P.A.

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February 14, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

IN RE: Our File No.: F-1477
Name of Corporation: Applied Ingenuity, Inc.
Our Clients: Philip and Martha Caraballo

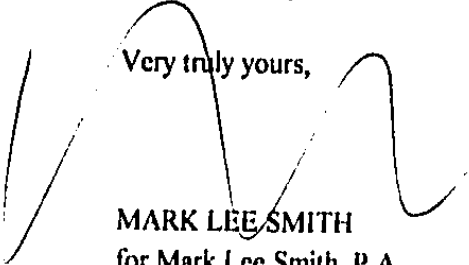
Dear Sir/Madam:

Please find enclosed our firm check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50), the original and one (1) copy of the Articles of Incorporation of Applied Ingenuity, Inc. and a self addressed stamped envelope.

Please file these documents and forward a stamped copy to the undersigned in the attached envelope.

Thank you for your kind consideration.

Very truly yours,


MARK LEE SMITH
for Mark Lee Smith, P.A.

MLS:amg

cc: Mr. and Mrs. Caraballo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
APPLIED INGENUITY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be **APPLIED INGENUITY, INC.**

ARTICLE II

The existence of the corporation shall begin on the date these Articles of Incorporation are accepted by the Florida Secretary of State's Office.

ARTICLE III

The address of the principal office of the Corporation is 7451 Sir Eden Road, Pensacola, Florida 32526.

ARTICLE IV:

The maximum number of shares this Corporation is authorized to issue is One Hundred Thousand (100,000.00) shares at \$0.01 cents par value all of which will be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 7451 Sir Eden Road, Pensacola, Florida 32526. The initial registered agent for the Corporation at that address is Mr. Philip James Caraballo.

ARTICLE VI

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial Board of Directors are:

Name	Address
Philip James Caraballo	7451 Sir Eden Road, Pensacola, FL 32526
Martha Caraballo	7451 Sir Eden Road, Pensacola, FL 32526

ARTICLE VII

The names and street addresses of the person(s) signing these Articles of Incorporation is:

Name	Address
Philip James Caraballo	7451 Sir Eden Road, Pensacola, FL 32526
Martha Caraballo	7451 Sir Eden Road, Pensacola, FL 32526

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law if the Corporation believes that it is in its best interest to do so. Indemnification may be made and may be revoked by regular or special meeting of the Board of Directors, in their sole discretion.

ARTICLE IX

All issued shares of stock in this Corporation are subject to certain rights of redemption and other transfer restrictions. Shares of stock of this Corporation may only be exchanged or sold in accordance with the restrictions placed on said shares and in accordance with a certain Redemption Agreement. Any inquiring party should contact the President of the Corporation or the Board of Directors of the Corporation for more information concerning restrictions on sale and transfer of stock of the Corporation.

ARTICLE X

This Corporation shall have all powers bestowed upon it under Florida law and in accordance with Florida Statute, Chapter 607, as may be amended from time to time.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

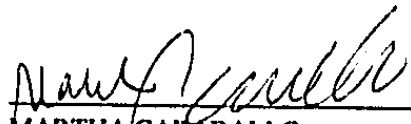
This Corporation is authorized to do business anywhere in the world.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of

Incorporation this _____ day of _____, 19____.



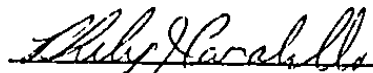
PHILIP JAMES CARABALLO



MARTHA CARABALLO

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Applied Ingenuity, Inc. at the place designated in the Amended Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



PHILIP JAMES CARABALLO

DATE: 2-14-96