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February 22, 1996

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*****122.50 *****122.50

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: HYPERION TECHNOLOGY GROUP, INC.

Dear Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced. Also enclosed is our check in the amount of \$122.50 to cover your fee for filing same.

When the corporation has been filed, please return a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely yours,

Frederick G. Sundheim, Jr.
Frederick G. Sundheim, Jr.

FGS:mc
cc: William A. Hill
Enclosures (as stated)

FILED
53 FEB 27 AM 9:13
TALLAHASSEE, FLORIDA

D. BROWN MAR - 1 1996

ARTICLES OF INCORPORATION
OF
HYPERION TECHNOLOGY GROUP, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be HYPERION TECHNOLOGY GROUP, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To develop technology for computer information systems and all other legal business.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 having a nominal or par value of one (\$1.00) dollar per share.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of this corporation in the State of Florida is: 204 Winnachee Drive, Stuart, Martin County, Florida 34994. The name of the initial registered agent at such address is William A. Hill.

The principal office of the corporation is: 204 Winnachee Drive, Stuart, Florida 34994.

ARTICLE VI
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS

The name and street address of the subscriber of these Articles of Incorporation is:

Name	Address	Office
DOUGLAS B. HILL	2805 Ogden Place Utica, NY 13501	President/Secretary

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

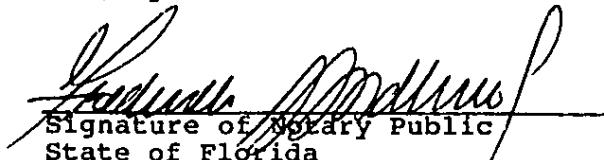
ARTICLE X. PREEMPTIVE RIGHTS

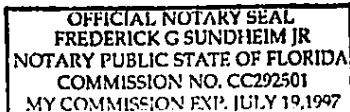
Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.


Douglas B. Hill

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me
this 23 day of February, 1996, by DOUGLAS B. HILL.


Signature of Notary Public
State of Florida



FREDERICK G. SUNDHEIM JR.
Print, type or stamp commissioned
name of Notary Public

My commission expires:

Personally known ✓ or produced identification _____.
Type of Identification Produced _____.

ACCEPTANCE BY REGISTERED AGENT

I, WILLIAM A. HILL, having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.

William A. Hill
William A. Hill

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