

P96000041934

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: PDU Merger Subsidiary Inc No. 52602
 96 MAY 16 AM 9:56

DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. Filing
- Corp. Record Search
- Ltd. Partnership Filing
- Foreign Corp. Filing
- () Cert. Copy(s)
- Art. of Amend. Filing
- Dissolution/Withdrawal
- C U S
- Fictitious Name Filing
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 Filing
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prep.
- FAX () pgs.

0101011224430
 -05/16/96--01036--009
 ***122.50 ***122.50

SUBTOTALS

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

RECEIVED
 96 MAY 16 AM 9:56
 DIVISION OF CORPORATION

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/16	_____	_____
TIME	9:30	_____	CK No. _____
BY	[Signature]	_____	_____

WALK-IN Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
PDV MERGER SUBSIDIARY, INC.

FILED
96 MAY 16 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is PDV MERGER SUBSIDIARY, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Department of State.

ARTICLE II

Principal Office

The street address of the initial principal office of the Corporation is 1499 West Palmetto Park Road, Suite 310, Boca Raton, Florida 33486.

ARTICLE III

Registered Office and Agent

The street address of the initial registered office in the State of Florida is 1499 West Palmetto Park Road, Suite 310, in the City of Boca Raton. The name of the initial registered agent at such address is Theodore Farnsworth.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Richard C. Peplin, Jr.	1499 W. Palmetto Park Rd., Suite 310 Boca Raton, Florida 33486

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and street address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Richard C. Peplin, Jr.	1499 W. Palmetto Park Rd., Suite 310 Boca Raton, Florida 33486

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Boca Raton, Palm Beach County, Florida, this 8th day of May, 1996.



RICHARD C. PEPLIN, JR.

REGISTERED AGENT CERTIFICATE

FILED

96 MAY 16 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

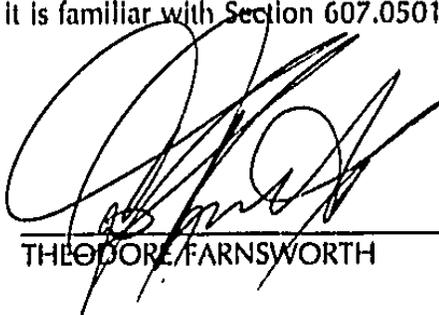
In pursuance of the Florida Business Corporation Act, the following is submitted for compliance with said statute:

That PDV MERGER SUBSIDIARY, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named Theodore Farnsworth, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned is hereby familiar with and accepts the duties and responsibilities as registered agent for said Corporation, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with Section 607.0501 of the Florida 1989 Business Corporation Act.

Dated: May 8, 1996



THEODORE FARNSWORTH

P96000041934



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

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MERGING:

VIATECH COMMUNICATIONS GROUP, INC., a Delaware corporation not
authorized to transact business in Florida

PDV MERGER SUBSIDIARY, INC., a Florida corporation P96000041934

INTO

PSYCHIC DISCOVERY NETWORK, INC., a Florida corporation, P93000081542

File date: May 20, 1996

Corporate Specialist: Annette Hogan