

P96000062401

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8840
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Opus Interactive, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 JUL 25 PM 2:58

RECEIVED
 TALLAHASSEE, FLORIDA

W96-15597

AL JUL 25 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/24		
TIME	4:00		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	***+122.50	***+122.50
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$ 17
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 25, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: OPUS INTERACTIVE, INC.
Ref. Number: W96000015597

We have received your document for OPUS INTERACTIVE, 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6928.

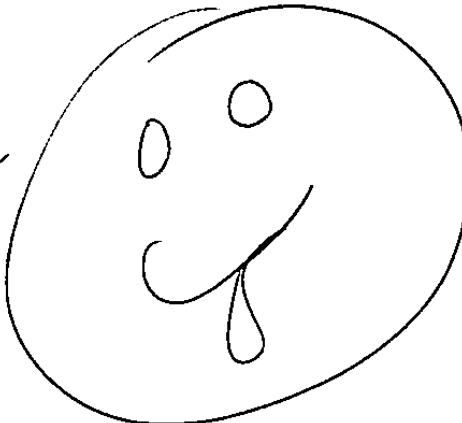
Agnes Lunt
Corporate Specialist

Letter Number: 696A00035823

Hello

Ag -

Corrected



ARTICLES OF INCORPORATION
OF
OPUS INTERACTIVE, INC.

FILED
96 JUL 25 PM 2:58
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be OPUS INTERACTIVE, INC.

ARTICLE II

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business or businesses to be transacted by this corporation shall be: to develop and market interactive multimedia design products and services.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this State.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the corporation, and for any or all of the directors, officers and employees of any subsidiary of the corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 1000.

ARTICLE V

The street address of the initial office and principal office of the corporation is 620 E. Colonial Dr., Orlando, Florida 32803.

The name and address of the initial registered agent is Henry L. Perla, 34 E. Pine Street, Orlando, Florida 32801.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dee L. Hendon	P.O. Box 533709 Orlando, FL 32853-3709

ARTICLE VII

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

<u>NAME</u>	<u>ADDRESS</u>
Dee L. Hendon	P.O. Box 533709 Orlando, FL 32853-3709

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certify that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at Orlando, in the County of Orange, State of Florida, this 22nd day of July, 1996.


DEE L. HENDON, INCORPORATOR

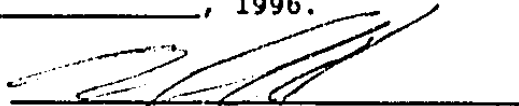
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements and oaths, personally appeared DEE L. HENDON, who is personally known by me and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 22nd day of July, 1996.

HENRY L. PERLA
Notary Public, State of Florida
My comm. expires Sept. 17, 1996
No. CC 229182



Notary Public
State of Florida

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that **OPUS INTERACTIVE, INC.** is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named Henry L. Perla, 34 E. Pine Street, Orlando, Florida 32801, as its 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 accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Henry L. Perla, Registered Agent

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95 JUL 25 PM 2:58
ST. J. COUNTY CLERK
TALLAHASSEE, FLORIDA