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July 31, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

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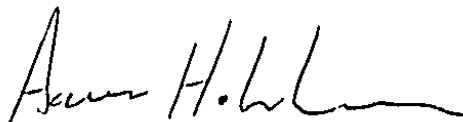
Re: Incompass Interactive Services, Incorporated

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my cashier's in the amount of \$122.50.

This represents the cost of the filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Aaron Helmlinger  
Incompass Interactive Services, Incorporated  
710 S.W. 77 Terrace  
Gainesville, Fl 32607  
(352)332-7757

FILED  
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TALLAHASSEE, FL  
SECRETARY OF STATE

ARTICLES OF INCORPORATED

of

Incompass Interactive Services, Incorporated

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the Corporation is:

Incompass Interactive Services, Incorporated

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$\_\_\_\_\_per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address is:

710 S.W. 77th Terrace  
Gainesville, Fl 32607

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

Aaron T. Helmlinger  
710 S.W. 77th Terrace  
Gainesville, Fl. 32607

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE(1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one(1). The names and addresses of the initial director(s) of the corporation are as follows.

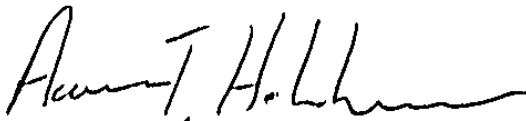
Aaron T. Helmlinger  
710 S.W. 77th Terrace  
Gainesville, Fl. 32607

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Aaron T. Helmlinger  
710 S.W. 77th Terrace  
Gainesville, Fl. 32607

The undersigned incorporator(s) have executed these Articles of Incorporation this 31 day of July, 1996.



Aaron T. Helmlinger

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Incompass Interactive Services, Incorporated

Pursuant to Florida Statutes section 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

710 S.W. 77 Terrace  
Gainesville, Fl. 32607

has named

Aaron T. Helmlinger

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and i am familiar with and accept the obligations of my position as registered agent.

Aaron Helmlinger  
(Signature)

7-31-96  
(Date)