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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 088431 134265A

AUTHORIZATION :

Patricia P. Pate

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 1996

ORDER TIME : 11:20 AM

ORDER NO. : 088431

3000001945473

CUSTOMER NO: 134265A

CUSTOMER: Laura K. Betten, Esq
LAURA K. BETTEN, P.A.

529 East New Haven Avenue

Melbourne, FL 32901

DOMESTIC FILING

NAME: INTELLISELLING SOLUTIONS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

9/17/96

RECEIVED
SEP 17 PM 3:52
DIVISION OF CORPORATIONS

RECEIVED
96 SEP 17 PM 12:26
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
INTELLISELLING SOLUTIONS, INC.

FILE
17 17 3:22

ARTICLE I - NAME

The name of this corporation is IntelliSelling Solutions, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: the creation and installation of computer software programs, consultation and support systems; and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 128 Windward Way, Indian Harbour Beach, FL 32937 and the name of the initial registered agent of this corporation at that address is E. DREWRY POLLARD III.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
E. DREWRY POLLARD III	128 Windward Way Indian Harbour Beach, FL 32937

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
E. DREWRY POLLARD III	128 Windward Way Indian Harbour Beach, FL 32937

ARTICLE X - BY-LAWS

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

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - PRINCIPAL OFFICE

The principal office address of this corporation shall be: 128 Windward Way, Indian Harbour Beach, FL and the mailing address shall be: P. O. Box 965, Melbourne, FL 32902-0965.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of September, 1996.



E. DREWRY POLLARD III, INCORPORATOR

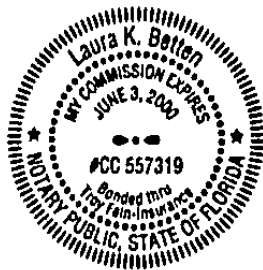
STATE OF FLORIDA :

COUNTY OF BREVARD :

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared E. DREWRY POLLARD III, who is personally known to me (or who has produced _____ as identification and who did (did not) take an oath) and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 13TH day of September, 1996.

My Commission Expires:



Laura K. Betten
NOTARY PUBLIC
State of Florida at Large

LAURA K. BETTEN
Printed Name

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

SEP 17 PM 3:32
STATE
CLERK

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that INTELLISELLING SOLUTIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indian Harbour Beach, County of Brevard, State of Florida, has named E. DREWRY POLLARD III, located at 128 Windward Way, Indian Harbour Beach, FL 32937, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.

E. Drewry Pollard III (S)
E. DREWRY POLLARD III