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1201 HAYS STREET
TALLAHASSEE, FL 32301-0007
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ACCOUNT NO. : 072100000032

REFERENCE : 089100 153704A

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 089100

100001955111

CUSTOMER NO: 153704A

CUSTOMER: Mr. Grant Richards
MR. GRANT RICHARDS

P. O. Box 21364

Fort Lauderdale, FL 33335

DOMESTIC FILING

NAME: EMIT WORLDWIDE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 24 PM 1:33

RECEIVED
96 SEP 24 AM 11:48
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
EMIT WORLDWIDE CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 24 PM 1:33

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EMIT WORLDWIDE CORPORATION

The address of the principal office of this corporation shall be Post Office Box 21364, Fort Lauderdale, Florida 33335, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1003 South East 17th Street, Suite 200, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of the corporation at that address is GRANT RICHARDS

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Grant Richards	Post Office Box 21364 Fort Lauderdale, Florida 33335
Donald P. Miller	235 Charity Court Naples, Florida 33412
William P. Heath III	511 Bayshore Drive Fort Lauderdale, Florida 33316

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on September 24, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ADM/jej

09/17/96 16:27
SEP-17-96 TUE 16:00

RICHARDS, GRANT
CSC NETWORKS

Document ID: Intuity-00043
FAX NO. 13020087070

Page: 1 of 1
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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Grant Richards, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

EMIT WORLDWIDE CORPORATION

Grant Richards is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Grant Richards



Thursday, June 27, 1997

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Sandra B. Mortham
Florida Department of State
Divisions of Corporations
P.O. Box 0327,
Tallahassee, FL, 32314

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-06/30/97--01139--030
*****43.75 *****43.75

Dear Ms. Secretary:

Enclosed is our Articles of Amendment together check # 1057 representing a filing fee of \$35.00 and a fee for certificate of status of \$8.75 totaling \$43.75.

My direct telephone number is 954-958-7203

Sincerely,

Grant Richards
Chairman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 27 AM 9:38

APPROVED
AND
FILED

Hand
P96000079171
Cert of Sta
2P8
6-27-97

EMIT Worldwide Corporation

6301 N.W. 5th Way • Suite 1400 • Fort Lauderdale, FL 33309
(954) 958-7217 • Fax (954) 958-7264

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

EMIT Worldwide Corporation

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted

Article III: This Amendment changes the authorized shares of common stock from 10,000 shares par value \$.10 per share to 20,000,000 shares of common stock par value \$.10 per share.

RECEIVED OF STATE
TALLAHASSEE FLORIDA

97 JUN 27 AM 9:38

APPROVED
AND
FILED

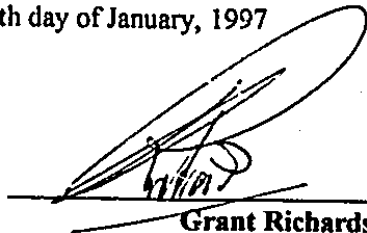
SECOND: The date of the amendment's adoption: January 12, 1997

THIRD: Adoption of Amendment

The amendment was adopted by the board of directors and all shareholders.

Signed this 12th day of January, 1997

Signature:



Grant Richards , Chairman