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October 25, 1996

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State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: McMANNES WILSON & COMPANY INC
StratEDGE Corp.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced corporation as well as the Certificate of Designation/Registered Agent. Please file the original with your office and return to me one certified copy. I have enclosed a check in the amount of \$122.50 representing your filing fee.

Thank you for your time and assistance in this matter.

Very truly yours,

Michael K. Wilson

MKW/mch

Enclosures

cc: StratEDGE Corp.

f: mckmw/fl-secy.sta

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MELBOURNE
(407) 727-6100

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TALLAHASSEE
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November 6, 1996

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State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: McManus Wilson & Company Inc.

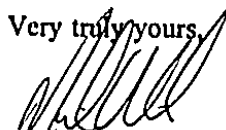
Dear Sir/Madam:

Enclosed please find two sets (the original and one copy) of the Articles of Incorporation for McManus Wilson & Co., as well as the Certificate of Designation/Registered Agent. Additionally, enclosed is a copy of your letter of October 31, 1996, requesting that the aforementioned Articles be resubmitted.

Please file the original Articles of Incorporation, and return a certified copy of said Articles to the undersigned in the enclosed, stamped envelope. It is my understanding that your office has retained our check in the amount of \$122.50, representing your filing fee, since it was not returned to us with your October 31, 1996 letter.

Thank you for your time and assistance in this matter.

Very truly yours,



Michael K. Wilson

MKW/mch
Enclosures

cc: McManus Wilson & Co.

f: mcmkw@fl-secy.sta

FILED

ARTICLES OF INCORPORATION
OF

McMANUS WILSON & COMPANY INC

96 NOV 12 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned the natural person of the age of 18 years or more, acting as the incorporator do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is McManus Wilson & Company Inc

ARTICLE II - ADDRESS

The address of the principal office of the corporation is 700 Florida Street, Orlando,
FL 32806.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on the date of filing.

ARTICLE IV - PURPOSE

This corporation is organized for the purposes of:

1. to engage in any lawful act, activity and/or business for which corporations may be organized under the Florida Business Corporation Act; provided, however that:
 - a. no purpose stated above shall authorize this corporation to be organized for or to transact any business in this state which is prohibited in writing or hereafter amended.

- b. no purpose stated above shall authorize this corporation to be organized for or to transact any business in this state which is prohibited.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 of the par value of \$.10 each.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

700 Florida Street
Orlando, FL 32806

The name of the initial registered agent of this corporation at that address shall be:

Melinda McManus-Wilson

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. 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).

B. The names and addresses of the person to serve as director until the first annual meeting of the shareholders or until successors are elected and qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Melinda McManus-Wilson	700 Florida Street Orlando, FL 32806	President, Director

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Melinda McManus-Wilson	700 Florida Street Orlando, FL 32806

ARTICLE IX - SHARES OR SECURITIES

The shareholders of the corporation will have the preemptive right to subscribe to any issues of shares or securities of this corporation at any time unless otherwise determined by the shareholders.

ARTICLE X - CLOSE CORPORATION

The corporation elects to become a close corporation. The following provisions are subject to the corporation retaining its status as a closed corporation. No shares of stock in the corporation shall be issued by means of any public offering, solicitation or advertising. All of the issued shares of the corporation shall be subject to restrictions on transfer which are permitted by the Florida Business Corporation Act. All of the issued shares of the corporation, including treasury shares, and all of the issued securities evidencing the right to acquire shares of the corporation shall be held of record by not more than 35 persons in the aggregate.

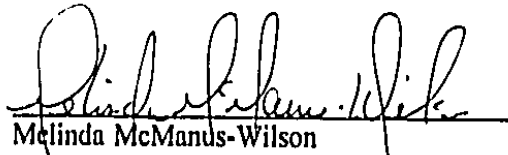
ARTICLE XI - BY-LAWS

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

ARTICLE XII - AMENDMENT

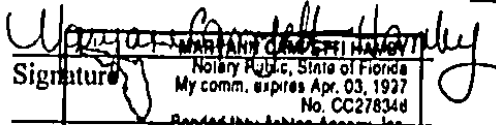
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of October, 1996.


Melinda McManus-Wilson
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 25th day of October, 1996, by Melinda McManus-Wilson, who is personally known to me or who has produced _____ (type of identification as identification) and who (did/did not) take an oath.


Signature _____
(Print Name) _____
Notary Public
My Commission Expires: _____
Notary Public, State of Florida
My comm. expires Apr. 03, 1997
No. CC27834d
Bonded thru Ashton Agency, Inc.

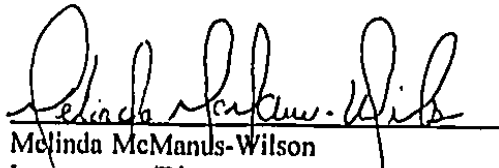
CERTIFICATE OF DESIGNATION/REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is McManus Wilson & Company Inc
2. The name and address of the registered agent and office is Melinda McManus-Wilson, 700 Florida Street, Orlando, FL 32806.

Date

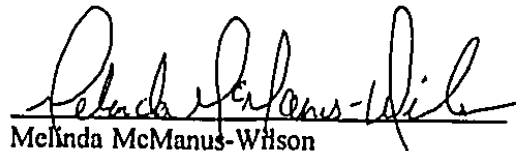
11/6/96


Melinda McManus-Wilson
Incorporator/Director

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

Date

11/6/96


Melinda McManus-Wilson
Resident Agent

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96 NOV 12 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA