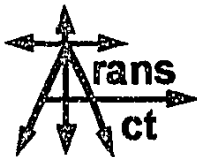


P96000103104



800002025308--6
-12/10/96--01159--018
***122.50 ***122.50

December 3, 1996

Secretary of State
Division of Corporations
P.O. Box 6367
Tallahassee, FL 32314

FILED
96 DEC 24 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Transact. Also enclosed is a check in the amount of \$122.50 to cover filing costs. Please return a copy to the following address:

Kenneth J. Gruber
Transact Inc.
430 39th Ave. S.
St. Pete. FL 33705

Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,

Ken Gruber
President

~~W96-0001031~~

See 12/24



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

KEN GRUBER
430 39TH AVENUE S
ST. PETERSBURG, FL 33705

SUBJECT: TRANSACT, INC.
Ref. Number: W96000026134

We have received your document for TRANSACT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

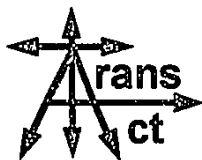
If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 096A00055625



December 3, 1996

Secretary of State
Division of Corporations
P.O. Box 6367
Tallahassee, Fl. 32314

Subject Transact, Inc.
Ref # W96000026134

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Transact Communications Inc. I have made the changes you requested in your letter dated 12/12/96.

Please return a copy to the following address:

Kenneth J. Gruber
Transact Communications, Inc.
430 39th Ave. S.
St. Pete. Fl. 33705

Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely

A handwritten signature in black ink, appearing to read "Kenneth J. Gruber", is written over a horizontal line.

Kenneth J. Gruber
President

Articles of Incorporation

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation will be:
Transact Communications, Inc.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

430 39th Ave. S.
St. Pete., Fl. 33705

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

4000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Kenneth J. Gruber
430 39th Ave. S.
St. Pete., Fl. 33705

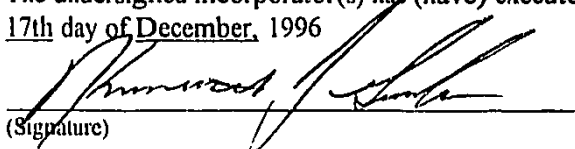
ARTICLE V INCORPORATOR(S)

The name(s) and address(es) of the incorporators are:

Kenneth J. Gruber
430 39th Ave. S.
St. Pete., Fl. 33705

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this
17th day of December, 1996

(Signature)



96 DEC 24 AM 8:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESTINATION OF
REGISTERED AGENT/REGISTERED OFFICE**

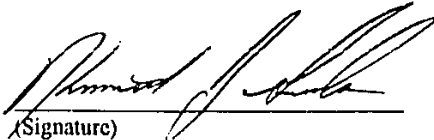
FILED
96 DEC 24 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OF 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: Transact Communications, Inc
2. The name and the address of the registered agent and office is:

Kenneth J. Gruber
430 39th Ave. S.
St. Pete., Fl. 33705

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 the proper and complete performance
of my duties, and I am familiar with and accept the obligations of my position as registered
agent.


(Signature)

12/17/96
(Date)