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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: MCFROGG CORP.

AUDIT NUMBER.....H97000002343

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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13/01/97  
Donna

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ARTICLES OF INCORPORATION

THE UNDERSIGNED, HAS EXECUTED THE FOLLOWING DOCUMENTS AS INCORPORATORS OF THE ABOVE NAMED CORPORATION, A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS DUTIES AND OBLIGATIONS OF THE UNDERSIGNED AS INCORPORATORS, AND THOSE OF THE CORPORATION, ARE TO BE DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE

MC FROGG CORP.

ARTICLE II

THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE, STATE OF FLORIDA, AND SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

THE PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE

MC FROGG CORP.  
22811 BACK BEACH ROAD #43  
PANAMA CITY BEACH, FL 32413

Harvey D. Sommer  
3450 Northlake Blvd., #105  
Palm Beach Gardens, FL 33403  
(407)622-7533  
(407)622-9303 (fax)  
FL Bar #0176251

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ARTICLE IV

THE GENERAL NATURE OF THE BUSINESS AND OBJECT AND PURPOSES PROPOSED TO BE TRANSACTED AND CARRIED ON BY THIS CORPORATION ARE TO DO ANY AND ALL OF THE THINGS HEREIN MENTIONED, AS FULLY AND TO

THE SAME EXTEND AS A NATURAL PERSON MIGHT DO, VIZ,

(1) TRANSACT ANY AND ALL LAWFUL BUSINESS.

(2) SAID CORPORATION SHALL FUTHUR HAVE POWERS:

TO HAVE PERPETUAL SUCCESSION BY ITS CORPORATE NAME;

TO SUE AND BE SUED, COMPLAIN, AND DEFEND IN ITS CORPORATE NAME IN ALL ACTIONS AND PROCEEDINGS;

TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND TO USE THE SAME BY CAUSING IT, OR A FACSMILE THEREOF, TO BE IMPRESSED, AFFIXED, OR IN ANY OTHER MANNER REPRODUCED;

TO TRANSACT ANY AND ALL LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY;

TO PAY PENSIONS, AND ESTABLISH PENSIONS, PROFIT SHARING PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS, AND OTHER INCENTIVE PLANS FOR ANY AND ALL OF ITS DIRECTORS, OFFICERS, AND EMPLOYEES OF ITS SUBSIDIARIES;

TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE;

TO HAVE AND EXERCISE ALL POWERS NECESSARY OF CONVENIENCE TO EFFECT ITS PURPOSES;

TO INDEMNIFY ANY PERSON WHO BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION TO THE FULL EXTENT AS PERMITTED BY FLORIDA STATUE P607.014;

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ARTICLE V

THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS THE TOTAL SUM OF SHARES, HAVING AN INDIVIDUAL PAR VALUE OF FIVE THOUSAND ( 5,000) UNLESS OTHERWISE STATED IN THESE ARTICLES, OR IN AN AMENDMENT TO THESE ARTICLES, THERE SHALL BE ONLY ONE (1) CLASS OF STOCK OF THIS CORPORATION.

ARTICLE VI

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION SHALL BE: HARVEY D. SOMMER  
3450 NORTHLAKE BLV'D  
PALM BEACH GARDENS, FLA. 33403

ARTICLE VII

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF A TOTAL OF 2 PERSONS AND THE NAME AND ADDRESS OF THE PERSONS WHO IS TO SERVE AS AN INITIAL DIRECTORS ARE

DWIGHT C. MCKAY	DIRECTOR
GREG L. GAUBERT	DIRECTOR

ARTICLE VIII

SUBSCRIBERS

NAME AND POST OFFICE ADDRESS OF SUBSCRIBERS

THE NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBERS TO THIS CERTIFICATE OF INCORPORATION, AND A STATEMENT OF THE NUMBER OF

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SHARES OF STOCK WHICH THEY AGREE TO TAKE ARE AS FOLLOWS:

DWIGHT C. MCKAY

22811 BACK BEACH ROAD, #43,  
PANAMA CITY BEACH, FLA, 32413

GREG L. GAUBERT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IX OFFICERS

THE OFFICERS OF THE CORPORATION ARE:

DWIGHT C. MCKAY

PRESIDENT

GREG L. GAUBERT

SECRETARY/TREASURE

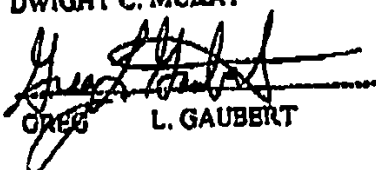
ARTICLE X - SPECIAL CHARTER PROVISIONS

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH THE SAID ACT:

THEY, MCFROGG CORP., DESIRING, TO ORGANIZE UNDER THE LAWS OF  
THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE  
ARTICLES OF INCORPORATION, AT PANAMA CITY BEACH, FL. COUNTY OF BAY,  
STATE OF FLORIDA, HAS NAMED HARVEY D. SOMMER LOCATED AT 3450  
NORTHLAKE BLVD., PALM BEACH GARDENS, FL. 33403 AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN THIS STATE, HAVING BEEN NAMED TO ACCEPT  
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS  
CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT,  
RELATIVE TO KEEPING OPEN SAID OFFICE.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND AFFIXED  
OUR SEALS AT PANAMA CITY BEACH, BAY COUNTY FLORIDA, THIS ~~7th~~ DAY OF  
*FEBRUARY*, 1997.

  
DWIGHT C. MCKAY

  
GREG L. GAUBERT

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State of Florida  
County of Bay

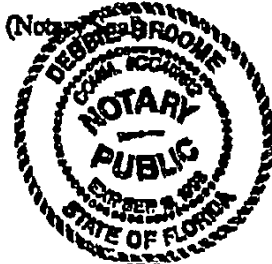
I HEREBY CERTIFY that on this 4th day of Feb., 19 97 personally appeared before me, the undersigned authority Dwight C. McKay and Greg L. Gaubert, to me well known to be the persons described in the foregoing Articles of Incorporation, who acknowledged before me that they executed the foregoing Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and expressed.

The foregoing instrument was acknowledged before me this 4th day of February, 19 97 by Dwight C. McKay and Greg L. Gaubert, who produced Passport & Photo as identification.

My Commission expires: 9-18-98

Commission Number CC407612

Debbie Broome  
Notary Public



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