



CERTIFIED
The Florida Bar
TAX LAW

CRAIG DONOFF, J.D., LL.M.
CERTIFIED TAX ATTORNEY
LIVING TRUSTS AND ESTATE PLANNING

Ryan B. Retner, J.D.
LIVING TRUSTS, ESTATE PLANNING AND REAL ESTATE

DANIEL R. COHEN, J.D., C.P.A.
LIVING TRUSTS AND ESTATE PLANNING

9970000017315
LAW OFFICE
CRAIG DONOFF, P. A.
PROFESSIONAL ASSOCIATION
TOWN EXECUTIVE CENTER - SUITE 204
6100 GLADES ROAD
BOCA RATON, FLORIDA 33434

TELEPHONE (601) 461-0220
1-(800) - 989-0755
FAX (601) 461-0223

NORTH MIAMI BEACH OFFICE
BARNETT BANK BUILDING, SUITE 300
18305 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33160

DADE (305) 935-0498
BROWARD (954) 481-8622
FAX (305) 935-9542

February 17, 1997

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

100002092791--8
-02/20/97--01012--018
*****122.50 *****122.50

Subject: WORDMASTER, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50.

Please return to me at 3221 South Ocean Blvd. #1006, Highland Beach, FL 33487.

If you should have any questions, please do not hesitate to contact me

Very truly yours,

Jessica M. Gelfoff
Jessica M. Gelfoff
Legal Assistant

FEB 24

BSB

FILED
97 FEB 20 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 FEB 20 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WORDMASTER, INC.

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporations.

ARTICLE I - NAME:

The name of the corporation shall be:
Wordmaster, Inc.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (100) shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 23093 Old Inlet Bridge Drive, Boca Raton, Florida . The name and address of the initial Registered Agent of the corporation is Maryanne V. Orloff, 1155 Hillsboro Mile, Apt. #104, Hillsboro Beach, FL 33062.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The corporation shall have one (1) director initially. The

ARTICLE VII - INCORPORATOR:

The name and address of the person signing these Articles is:
ERICA ORLOFF
23093 OLD INLET BRIDGE DRIVE
BOCA RATON, FLORIDA.

ARTICLE VIII - BY-LAWS:

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

ARTICLE IX - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

ARTICLE X - INDEMNIFICATION:

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

ARTICLE XI - AMENDMENT:

The 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 stockholders is subject to this reservation.

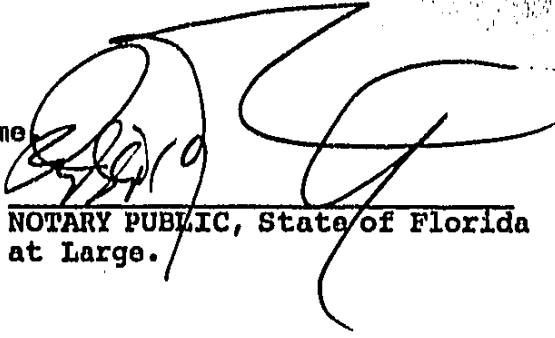
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of December 1996.


ERICA ORLOFF


STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgement

before me that she executed the same


NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:

 JESSICA M. ORLOFF
COMMISSION # CC 532220
EXPIRES FEB 13, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

FIRST: That ERICA ORLOFF is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Boca Raton, County of Palm Beach, State of Florida, has named Maryanne Orloff, located at 1155 Hillsbor Mile, Apt # 104, Hillsboro Beach, FL 33062, in the County of Palm Beach and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative of keeping open said office.


MARYANNE ORLOFF
Resident Agent

Dated:

FILED
97 FEB 20 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA