

P 97000021454

TRANSMITTAL LETTER

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

600002099646--2
-02/27/97--01042--005
*****70.00 *****70.00

SUBJECT: PRIORITY INTERACTIVE COMMUNICATIONS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

JAMES W. O'BRIEN

Name (printed or typed)

102 E. M. L. KING BLVD.

Address

TAMPA, FL. 33603

City, State & Zip

(813) 286 6039

Daytime Telephone number

FILED
97 MAR 10 AM 11:07
STATE
TALLAHASSEE, FLORIDA

w97-5071

NOTE: Please provide the original and one copy of the articles.

SM MAR - 4 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1997

JAMES W. O'BRIEN
102 E. M.L. KING BLVD.
TAMPA, FL 33603

SUBJECT: PRIORITY INTERACTIVE COMMUNICATIONS, INC.
Ref. Number: W97000005071

We have received your document for PRIORITY INTERACTIVE COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 397A00011133

FILED
97 MAR 10 AM 11:07
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
PRIORITY INTERACTIVE COMMUNICATIONS, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract; apply to incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of said State.

Article I

The name of this corporation shall be:

PRIORITY INTERACTIVE COMMUNICATIONS, INC.

Article II

The general nature of the business to be transacted by this corporation shall be: To engage in any and all such business transactions as is lawful for a Florida Corporation.

Article III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,0000) shares of stock, with a par value of ten cents each.

Article IV

The amount of capital with which this corporation will begin business shall be the sum of not less than One hundred (\$100.00) dollars.

Article V

This corporation shall have perpetual life, unless sooner dissolved according to law.

Article VI

The initial street address of the principal office of the corporation shall be: 102 E. M. L. King Blvd. Tampa, Fl. 33603. The initial Registered Agent for the corporation shall be James W. O'Brien, and his address is: 102 E. M. L. King Blvd. Tampa, Fl. 33603.

Article VII

The name and street address of the members of the first Board of Directors of this corporation are:

James W. O'Brien	102 E. M. L. King Blvd. Tampa, FL. 33603
Robin Laye	12211 Floral Lane Thonotosassa, Fl. 33592-2750

Article VIII

The name and address of the officer subscribing and signing these Articles of Incorporation is:

James W. O'Brien (President/ Treasurer)	102 E. M. L. King Blvd. Tampa, Fl. 33603
Robin Laye (Vice Pres./Secretary)	12211 Floral Lane Thonotosassa, Fl. 33592-2750

Article IX

The existence of the corporation shall begin on the date these Articles of Incorporation are filed with the Division of Corporations, Department of State, for the State of Florida, and certification is received from said department with the Seal and signature of the Secretary of the State of Florida.

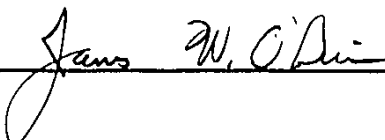
Article X

The initial Board of Directors shall conduct the business of the corporation for the first year, and every member of the initial Board of Directors shall remain in his or her post until the new Board of Directors is duly elected and justly constituted at the corporation's annual meeting.

Article XI

The corporations' officers shall prepare annual financial statements no later than two months following the close of the corporation's calendar or fiscal year, and a copy thereof shall be presented to all the stockholders of record as of that date. The officers further understand the legal ramifications, and regulations governing corporations; and being aware of this, they shall do whatever necessary within their power to comply with those various rulings.

IN WITNESS WHEREOF, the undersigned subscriber of these Articles of Incorporation, James W. O'Brien, has hereunto set his hand and affixed his seal on this 24th day of February of the year of Our Lord, 1997.

 (SEAL)

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

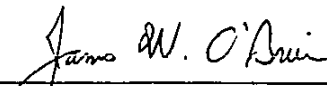
James W. O'Brien
102 E. ML. King Blvd.
Tampa, Fl. 33603

March 7th 1997

Re: Letter Number 397A00011133.

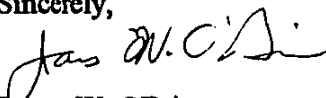
Dear Sandy Ng:

I James W. O'Brien am familiar with and accept the duties and responsibilities as register agent for Priority Interactive Communications, Inc.


James W. O'Brien as registered agent for
Priority Interactive Communications, Inc.

Thank you for your assistance in this matter.

Sincerely,


James W. O'Brien

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA