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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: TRIPPOINT SYSTEMS DEVELOPMENT CORP.

AUDIT NUMBER.....H97000005709

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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Articles of Incorporation
of

TRIPOINT SYSTEMS DEVELOPMENT CORP.

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Article I

The name of this corporation is TRIPOINT SYSTEMS DEVELOPMENT CORP.

Article II

The mailing address of this corporation shall be 4835 E. 10th CT, Miami, Florida 33013.

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 999 shares with a value of \$1.00 per share.

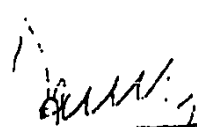
Article IV

The name and address of the initial registered agent is David S. Willig, 141 NE 3rd AVE, 10th Floor, Miami, Florida 33132.

Article V

The name and address of the incorporator to these Articles of Incorporation is David S. Willig, 141 NE 3rd AVE, 10th Floor, Miami, Florida 33132.

The undersigned has executed these Articles of Incorporation this 8th day of April, 1997.


David S. Willig Incorporator

Prepared by:
David S. Willig, Esq.
David S. Willig Chartered
141 N.E. Third Ave., 10th Fl.
Miami, FL 33132
(305) 667-7755 (305) 577-4240 fax
Florida Bar #779539

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: TRIPOINT SYSTEMS DEVELOPMENT CORP.
2. The name and address of the registered agent and office is:

David S. Willig
141 NE 3rd AVE - 10th Floor
Miami, FL 33132

Signature

(corporate officer)

Title

Date

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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

Date

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