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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNETT S. RODRIGUEZ~~

PHONE: (305)672-0686

Brian Fong

FAX #: (305)672-9110

NAME: PANTHEON TECHNOLOGIES, INC.

AUDIT NUMBER.....H97000006240

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1997

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: PANTHEON TECHNOLOGIES, INC.
REF: W97000008965

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 487-6928.

Agnes Lunt
Corporate Specialist

FAX Aud. #: H97000006240
Letter Number: 197A00019544

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Pantheon Technologies, Inc.

EFFECTIVE DATE

4-16-97

Article II. Address

The mailing address of the Corporation is:
Pantheon Technologies, Inc.
2455 Hollywood Boulevard
Hollywood FL 33020

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Ken H. Finkelstein

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 100,000,000 shares of common stock, par value \$.001 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 16, 1997

The undersigned incorporator executed these Articles of Incorporation on April 16, 1997

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:**

Pantheon Technologies, Inc.

REGISTERED AGENT/OFFICE:Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.
Brian R. Fons, Vice President

Date: April 16, 1997

Corporate Creations International Inc.
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