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Mack E. Loflin
12466 Gullford Way
West Palm Beach, FL 33414

(800) 888-8293

August 1, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-08/04/97--01137--011
*****70.00 *****70.00

Re: NEOMEDIA, INC.

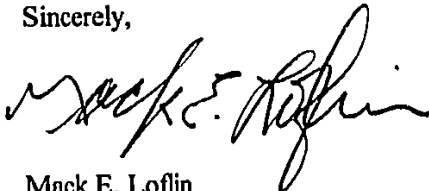
Gentlemen:

Please file the enclosed Articles of Incorporation for the referenced corporation. My check, in the amount of \$70.00 is enclosed to cover the filing fee.

Please call me at the number above if there is any question or problem with the name availability or filing.

Thank you for your assistance in this regard.

Sincerely,



Mack E. Loflin

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STATE

**ARTICLES OF INCORPORATION
OF
NEOMEDIA, INC.**

Article One

The name of the corporation is NEOMEDIA, INC.

Article Two

The period of its duration is perpetual.

Article Three

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

Article Four

The aggregate number of shares which the corporation shall have authority to issue is six thousand (6,000) of the par value of one dollar (\$1.00) each

Article Five

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

Article Six

The street address of its initial registered office is 12466 Guilford Way, West Palm Beach, Florida 33414, and the name of its initial registered agent at such address is Mack E. Loflin.

Article Seven

The number of directors constituting the initial board of directors is one (1), and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name
Jon M. Loflin

Mailing Address
12466 Guilford Way
West Palm Beach, FL 33414

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Article Eight

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

Article Nine

The name and address of each incorporator is:

Name
Mack E. Loflin

Mailing Address
12466 Guilford Way
West Palm Beach, FL 33414

(signed)

I am familiar with the duties and responsibilities of registered agent and I agree to act in this capacity for said corporation.


Mack E. Loflin, Incorporator/Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Article Ten

The powers of the incorporators cease upon filing of the Articles of Incorporation.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The undersigned hereby certifies that Jon M. Loflin, the incorporator of NEOMEDIA, INC., who executed the Articles of Incorporation of said corporation, is personally known to me, and this day personally appeared before me and acknowledged that he did knowingly and freely execute the same in the capacity recited in said Articles of Incorporation.

IN WITNESS WHEREOF, I hereunto set my hand and seal in said County and State this 31st day of JULY, 1997.

Notary Public
State of Florida

My commission expires: August 2, 1999

