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516-748-5995

August 26, 1997

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

Re: Incorporation of Socrat, Inc.

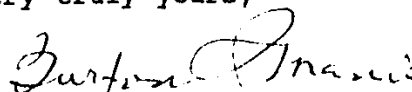
Gentlemen:

Please find enclosed herein for filing are two (2) copies the Articles of Incorporation for Socrat, Inc. together with a check to the order of the Department of State, in the amount of \$ 122.50 to cover the \$ 70.00 filing fees and \$ 52.50 fee for certification of the filing of the Articles of Incorporation.

Thank you for your courtesies.

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****122.50 ****122.50

Very truly yours,


Burton I. Manis

BIM:id
Encls-2 Art/Inc.
Paul DiPasqua ck

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
of
SOCRAT, INC.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is SOCRAT, INC..

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

This corporation is authorized to issue 1000 shares of no par value common stock which shall be designated the "Common Stock".

ARTICLE V

The street address of the initial registered office of this corporation is 20724 Waters Edge Court, Boca Raton, Florida 33498.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accord with the By-Laws adopted by the Stockholders but shall never be less than one (1).

ARTICLE VII

The name and street address of the member of the first Board

of Directors, the Incorporator and the subscriber hereto is:

Paul Di Pasqua,
20724 Waters Edge Court,
Boca Raton, Florida 33498

ARTICLE VIII

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

ARTICLE IX

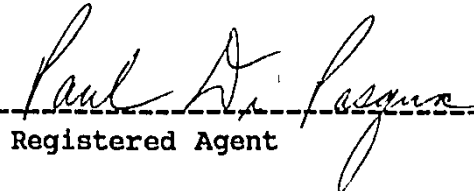
This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment hereto. Every amendment shall be approved at a meeting duly held by the Board of Directors, proposed by them to the Stockholders for their approval and consent, and approved at a duly held Stockholders meeting by a majority of the stock entitled to voted thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting the intention and agreement that a certain amendment be made to these Articles of Incorporation.

ARTICLE X

This corporation organizing under the laws of the State of Florida with its principal office located in Palm Beach County of the State of Florida, as set forth in these Articles of Incorporation, has named Paul Di Pasqua, 20724 Waters Edge Court, Boca Raton, Florida 33498, as it Registered Agent to accept service of process within the State of Florida.

A C K N O W L E D G E M E N T:

Having been named to accept service of process for the above stated corporation, at the place designated in this Article, I do hereby accept such appointment to act in such capacity and agree to comply with the revisions of the Act relative to keeping open said office.



Registered Agent

IN WITNESS WHEREOF, the undersigned, the sole member of the Board of Directors, the Incorporator and the subscriber has

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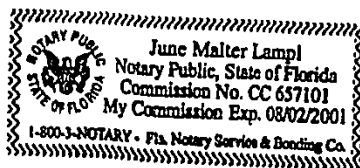
hereunto set my hand and seal this 26 day of August, 1997,
for the purpose of forming this corporation to do business and
pursuant to the laws of the State of Florida for corporations, do
make and file these Articles of Incorporation in the Office of the
Secretary of State and certify that the statements made herein are
true.

Paul D. Pasqua
PAUL DI PASQUA

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, HEREBY CERTIFY, that on this day, before me, a Notary
Public, duly authorized to take acknowledgements and administer
oaths, in the State and County aforesaid, personally appeared, PAUL
DI PASQUA, known to me as the sole subscriber, and known by me to
be the person who executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 26 day of August,
1997.



NOTARY PUBLIC:

June Malter Lampl
Print: JUNE MALTER LAMPL

My Commission Expires: August 2, 2001