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TRANSMITTAL LETTER

FLORIDA SECRETARY OF STATE, INCORPORATION DIVISION
Sunday, August 31, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

REFERENCE: FILING OF CORPORATE IDENTITY

SUBJECT: ANDROMEDA TECH, INC. (PROPOSED)

TO WHOM IT MAY CONCERN,

ENCLOSED IS THE SUM OF SEVENTY-EIGHT DOLLARS AND SEVENTY-FIVE CENTS (\$78.75).
THIS SUM SUBMITTED IS FOR CORPORATION FILING FEES PLUS A CERTIFICATE OF GOOD
STANDING.

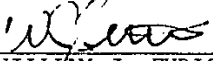
SUBMISSION IS UTTERED BY:

WILLIAM J. FURIOSI
REGISTERED AGENT PRO TEM c/o
1042 NE 33 St.
CITY OF OAKLAND PARK, BROWARD COUNTY FLORIDA 33334
DAYTIME PHONE: (954)-566-5386

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-09/08/97--01111--013
*****78.75 *****78.75

AN ORIGINAL AND ONE ADDITIONAL COPY OF THE ARTICLES OF INCORPORATION ARE
ENCLOSED. SHOULD YOU REQUIRE ANY FURTHER INFORMATION PLEASE FEEL FREE TO
CONTACT ME.

VERY TRULY YOURS,


WILLIAM J. FURIOSI

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97 SEP -8 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I
NAME

THE NAME OF THE CORPORATION SHALL BE;
ANDROMEDA TECH INC.

ARTICLE II
PRINCIPAL OFFICE

THE PRINCIPAL OFFICE AND MAILING ADDRESS OF THIS CORPORATION SHALL
1042 NE 33 St.
CITY OF OAKLAND PARK, BROWARD COUNTY, FLORIDA 33334

ARTICLE III
SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS;

ONE THOUSAND (1000) AT PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV
INITIAL REGISTERED AGENT


WILLIAM J. FURIOSI
1042 NE 33 St.
CITY OF OAKLAND PARK, BROWARD COUNTY FLORIDA 33334

ARTICLE V
INCORPORATOR

THE NAME AND ADDRESS OF THIS INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS;

WILLIAM J. FURIOSI
1042 NE 33 St.
CITY OF OAKLAND PARK, BROWARD COUNTY, FLORIDA 33334

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS THE 31st DAY OF AUGUST 1997 IN THE CITY OF OAKLAND PARK, BROWARD COUNTY FLORIDA.



W.J. FURIOSI
(WILLIAM J. FURIOSI)


FILED
97 SEP -8 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, of 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: ANDROMEDA TECH, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
WILLIAM J. FURIOSI
1042 NE 33 St
CITY OF OAKLAND PARK, BROWARD COUNTY, FLORIDA 33334

HAVING BEEN NAMED AS THE 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 APPLICABLE FLORIDA STATE STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FURTHER FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



W.J. FURIOSI
(WILLIAM J. FURIOSI)
REGISTERED AGENT PRO-TEM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA