

P9700000802916



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

September 4, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/15/97--01085--006
*****70.00 *****70.00

RE: Electronically Speaking, Inc.
P3361974 JAC

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Electronically Speaking, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow
Corporate Service Incorporator

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Electronically Speaking, Inc.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be **Electronically Speaking, Inc.**

SECOND: The address of the initial registered office of the corporation is 7403 Destin Drive, Tampa, FL 33619, County of Hillsborough. The name of the registered agent located at said address is Mary Jacobs.

THIRD: The principal address of the corporation is 7403 Destin Drive, Tampa, FL 33619.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100,000,000 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Mary Jacobs 7403 Destin Drive, Tampa, FL 33619.

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.


NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation, 1313 N. Market
Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified

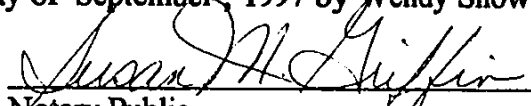
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

above, declare that we have examined the foregoing this 3rd day of September, 1997.



State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day of September, 1997 by Wendy Snow.



Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow , 1313 N. Market Street,
Wilmington, DE 19801. (302) 575-0440.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Electronically Speaking, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Tampa, State of
Florida, has named Mary V. Jacobs located at
7403 Destin Drive, Tampa, FL 33619
_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

Mary V. Jacobs

8/25/97
Date