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December 1, 1997

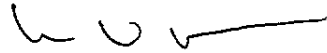
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for SCR International, Inc. together with the Designation of Registered Agent and a check in the amount of \$122.50. Please file these Articles and return a certified copy via Federal Express. An airbill has been provided for this purpose.

I thank you for your prompt attention to this matter.

Sincerely,



Leslie V. Hoppen
Executive Assistant

FILED
97 DEC -2 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SCR INTERNATIONAL, INC. **FILED**
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THE UNDERSIGNED, acting as incorporator of a corporation under the Florida
General Corporation Act, adopt the following Articles of Incorporation for such
corporation:

ARTICLE I

The name of this Corporation is SCR INTERNATIONAL, INC.

ARTICLE II

The purpose or purposes for which this corporation is organized are:

A. The institution and development of Internet related companies, the
employment of employees and all acts necessary to carry out same.

B. To acquire by purchase, exchange, gift, bequest and subscription or otherwise
dispose of or deal in or with its own corporate securities or stock or other securities,
including without limitations, any shares of stock, bonds, debentures, notes, mortgages,
or other instruments representing rights or interests therein or any property or assets
created or issued by any person, firm, association or corporation, or any government or
subdivisions, agencies or instrumentalities thereof; to make payment therefore in any
lawful manner or to issue in exchange therefore its own securities or to use its
unrestricted or unreserved earned surplus for the purchase of its own shares, and to
exercise as owner or holder of any securities, any and all rights, powers and privileges in
respect thereof.

C. To do each and every thing necessary, suitable or proper for the
accomplishment of any of the purposes or the attainment of any one or more of the
subjects herein enumerated, or which may at any time appear conducive to or expedient
for the protection or benefit of this corporation, and to do said acts as fully and to the
same extent as natural persons might, or could do, in any part of the world as principals,
agents, partners, trustees or otherwise, either alone or in conjunction with any other

person, association or corporation, specifically including the right to register and do business under fictitious names.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV – STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7500 shares of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V – AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI – SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporation's shares or property through merger or the

extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII – INITIAL OFFICE AND AGENT

The street address of this corporation's principal of business and mailing address is 3931 RCA Blvd., Suite 3121, Palm Beach Gardens, Florida 33410, and its initial Registered Agent is STEVEN C. ROWSWELL, at 3931 RCA Blvd., Suite 3121, Palm Beach Gardens, Florida, 33410.

ARTICLE VIII – DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is one (1). The names and addresses of the persons to serve as Directors until the first annual meeting of shareholders, or until his successor is elected and qualify, are:

Name

Address

STEVEN C. ROWSWELL

3931 RCA Blvd, Suite 3121
Palm Beach Gardens, FL 33410

ARTICLE IX – INCORPORATORS

The name and address of the incorporator is:

Name

Address

STEVEN C. ROWSWELL

3931 RCA Blvd, Suite 3121
Palm Beach Gardens, FL 33410

ARTICLE X – COMMON DIRECTORS – TRANSACTIONS BETWEEN
CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI – BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.


STEVEN C. ROWSWELL
INCORPORATOR

FILED
97 DEC -2 AM 7:59
STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to Section 48.091(1) and Section 607.034
Florida Statutes:

SCR INTERNATIONAL, INC. desiring to organize under the laws of the State of
Florida being in the County of Palm Beach, has named STEVEN C. ROWSWELL, at
3931 RCA Blvd., Suite 3121, Palm Beach Gardens, Florida 33410, as its initial registered
agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above corporation, at the
above stated office within this State, I hereby accept to act in this capacity and agree to
comply with the provisions of said statute relative to keeping the registered office of the
corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the corporation and the name
of its registered agent.

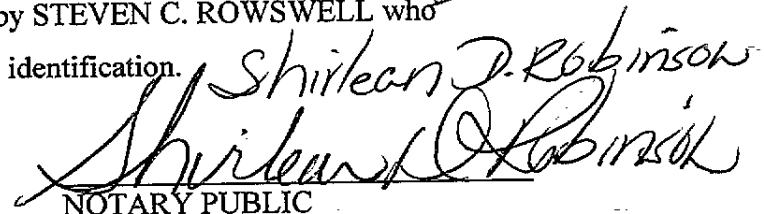
Dated this 1st day of December, 1997.


STEVEN C. ROWSWELL

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Certificate Designating Place of Business was acknowledged
before me this 1st day of December 1997, by STEVEN C. ROWSWELL who
produced Known personally as identification.


NOTARY PUBLIC



FILED
DEC - 2 AM 7:59
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing, Articles of Incorporation were acknowledged before me
this 1st day of December 1997, by STEVEN C. ROWSWELL, who produced
Personally Known as identification.

Shirlean D. Robinson
Shirlean D. Robinson
NOTARY PUBLIC



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC - 2 AM 7:59

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