

MICHAEL R. WEBER, ESQ

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NOVEMBER 27, 1997

Via Courier
Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
904 487-6052

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****122.50 ****122.50

Re: Incourage, Inc.

Dear Madam or Sir:

Enclosed please find

- One original of the Articles of Incorporation for the above-named corporation.
- One copy of the Articles of Incorporation for the above-named corporation.
- A check in the amount of \$122.50 whereby a certified copy will be returned to the following address:

Michael R. Weber, Esq.
4801 37th Street South, St. Petersburg, Florida
Day phone: 813 263-5669

Thank you.

Sincerely,

EFFECTIVE DATE

12-2-97

M. WEBER GAVE
AUTHORIZATION BY PHONE TO
CORRECT EFF. DATE
DATE 12-10-97
DOC. EXAM QN

BY: MR Weber
Michael R. Weber, JD, MBA

FILED
97 DEC -9 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: as stated

9/12-10-97

**ARTICLES OF INCORPORATION
OF
INCOURAGE, INC.**

EFFECTIVE DATE

12-2-97

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

NAME

The name of this Florida corporation shall be InCourage, Inc.

II.

TERM OF EXISTENCE

The date when corporate existence will commence is DECEMBER 2, 1997, in accordance with the provision of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.

PRINCIPAL OFFICE

The principal office for the Corporation shall be in Orange County at 3432 Mission Bay Blvd. #280, Orlando, Florida, 32817.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o of Michael R. Weber, 4801 37th Street South, St. Petersburg, Florida; and the name of its initial registered agent at such address is Michael R. Weber.

V.

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of stock with \$0.01 par value, which will be designated Common Stock.

VI.

DIRECTORS

The Corporation will have 2 directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one but no more than 8 directors.

FILED
DEC -9 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VII.

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is

Michael R. Weber, JD, MBA
4801 37th Street South, St. Petersburg, Florida

VIII.

PREEMPTIVE RIGHTS

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares outstanding after the new issuance, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the price, terms, and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.

AFFILIATED TRANSACTIONS

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

X.

CONTROL SHARE ACQUISITIONS

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.

BYLAWS

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.

INDEMNIFICATION

The Corporation will indemnify any director or officer, or any former director or officer, to the fullest extent permitted by law.

XIII.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on November 24, 1997.



Michael R. Weber, JD, MBA as Incorporator

11/24/97
date

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated November 24, 1997

MR Weber
Michael R. Weber, JD, MBA

FILED
97 DEC -9 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-2-97