

P97 000104037

NORMAN MALINSKI, P.A.

20803 BISCAYNE BOULEVARD

SUITE 200

AVENTURA, FLORIDA 33180

TELEPHONE (305) 937-4242

TELECOPIER (305) 937-4261

December 1, 1997

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

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-12/12/97--01013--030
****122.50 ****122.50

Re: Articles of Incorporation of REAL-TIME ENCRYPTION, INC.

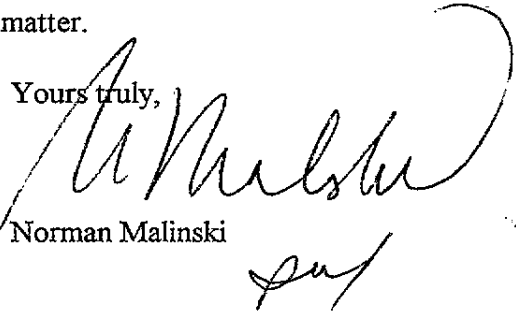
Gentlemen:

Enclosed for filing with your office are duplicate originals of the Articles of Incorporation of REAL-TIME ENCRYPTION, INC.

I am enclosing my check in the amount of \$122.50 to cover the filing fee.

Thank you for your prompt attention to this matter.

Yours truly,


Norman Malinski

NM/sm

Enclosures

EFFECTIVE DATE

12-3-97

FILED
97 DEC 10 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DN 12-10-97

EFFECTIVE DATE

12-3-97

ARTICLES OF INCORPORATION
OF
REAL-TIME ENCRYPTION, INC.

ARTICLE I
NAME

REAL-TIME ENCRYPTION, INC.

ARTICLE II
DURATION

This corporation shall commence its existence on the date of execution and acknowledgment of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law, or exist (5) Five days prior to receipt of DEPT. OF STATE.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue:

1. 20,000,000 shares of 0.001 Dollar par value common stock, which shall be designated "Common Shares".
2. 10,000,000 shares of 0.001 Dollar par value stock, which shall be designated "Preferred Shares".

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180 and the initial registered agent of this corporation is Norman Malinski, Esquire. The street address of the corporation is 265 South Federal Highway, Suite 334, Deerfield Beach, Florida 33441.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation will have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Director: Michael Ferris
265 South Federal Highway, Suite 334
Deerfield Beach, Florida 33441

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-3-97

ARTICLE VII
INCORPORATOR


The name and address of the person signing these Articles is Michael Ferris,
Federal Highway, Suite 334, Deerfield Beach, Florida 33441.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director,
to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 20th day of November, 1997.


MICHAEL FERRIS

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE
DISCHARGE OF ITS DUTIES.

DATED THIS 26th DAY OF NOVEMBER, 1997.


NORMAN MALINSKI

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized in the county and state set forth above,
personally appeared NORMAN MALINSKI, known by me to be the person who, as Incorporator,
executed the foregoing Articles of Incorporation of REAL-TIME ENCRYPTION, INC., and he
acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in Miami, Florida
aforesaid, this 26th day of November, 1997.


NOTARY PUBLIC, State of Florida

My commission expires:

