

P97000108592

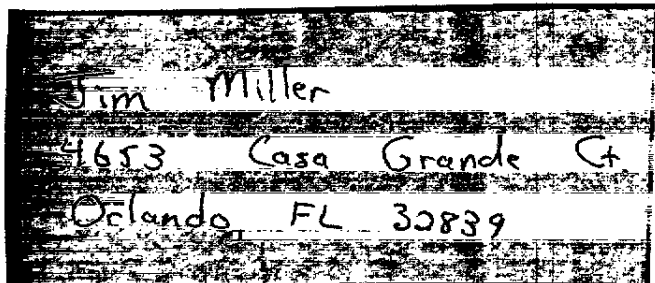
DECEMBER 15, 1997

DEAR SIR:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR PIVOT
TECHNOLOGIES, INC. THE PHONE NUMBER IS (407) 857 - 1824.
PLEASE FIND ALSO ENCLOSED A CHECK FOR 70.00 FOR THE FILING
FEE. I HAVE ENCLOSED AN EXTRA COPY OF THE ARTICLES OF
INCORPORATION, PLEASE STAMP THEM FILED AND RETURN THEM.

SINCERELY,

Jim R Miller



700002384747--1
-12/29/97-01114-008
*****70.00 *****70.00

EFFECTIVE DATE
01-01-98

97 DEC 29 AM 9:40

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RP
12-30-97

ARTICLES OF INCORPORATION

OF

PIVOT TECHNOLOGIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 29 AM 9:40

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS PIVOT TECHNOLOGIES, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE JANUARY 01, 1998.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

EFFECTIVE DATE
01-01-98

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 4653 CASA GRANDE CT., ORLANDO, FL 32839; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 4653 CASA GRANDE CT., ORLANDO, FL 32839; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS JAMES MILLER. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES IS:

JAMES MILLER
4653 CASA GRANDE CT.
ORLANDO, FL 32839

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1> JAMES MILLER: 4653 CASA GRANDE CT.

ORLANDO, FL 32839

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

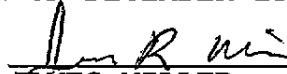
PRESIDENT: JAMES MILLER: 4653 CASA GRANDE CT.

ORLANDO, FL 32839

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON DECEMBER 15, 1997



JAMES MILLER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 29 AM 9:40

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

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

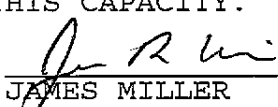
FIRST, THAT PIVOT TECHNOLOGIES, INC. DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE
CITY OF ORLANDO, FL HAS NAMED:

LOCATED AT: JAMES MILLER
4653 CASA GRANDE CT.
ORLANDO, FL 32839

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.


JAMES MILLER