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January 21, 1998

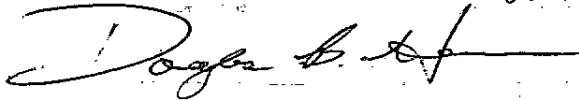
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom it May Concern:

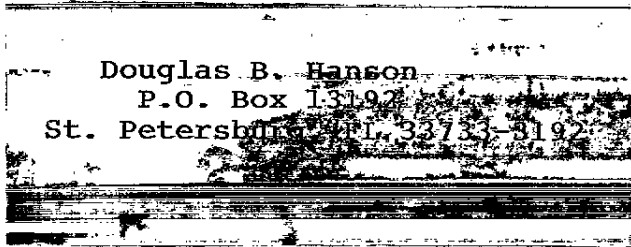
Please return copy with corporate documents to the initial address listed in the Articles of Incorporation.

Sincerely,

Universal Connections Group, Inc.



Douglas B. Hanson,
Agent for proposed Florida Corporation



FILED
98 JAN 27 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
UNIVERSAL CONNECTIONS GROUP, INC.**

FILED

98 JAN 27 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Corporation

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Universal Connections Group, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is: any and all activity or business permitted under the laws of the United States and the State of Florida, including but not limited to sales, servicing, and distribution of computers and other electronic equipment and media as well as consultant services relating to all aspects of computers (hardware and software) and communications, electronic or otherwise.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with a par value of \$1.00.

ARTICLE IV

The corporation is to exist perpetually.

ARTICLE V

The initial post office address of the principal office of this corporation in the State Florida is:

701 Cordova Blvd. N.E.
St. Petersburg, FL 33704

ARTICLE VI

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stock holders.

ARTICLE VII

The names and post office address of the first Board of Directors is:

Douglas B. Hanson
918 59th Avenue
St. Pete Beach, FL 33706

Jason C. Grooms
701 Cordova Blvd. N.E.
St. Petersburg, FL 33704

ARTICLE VIII

The street address of the initial registered office of the corporation shall be 5245 Central Avenue, St. Petersburg, FL 33710 and the name of the initial registered agent of the corporation is Douglas B. Hanson (SSN 263-57-5513).

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of this corporation,

shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it it offered to others.

ARTICLE X

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

ARTICLE XI

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

The name and address of the Incorporator signing these articles is:

Douglas B. Hanson
918 59th Avenue
St. Pete Beach, FL 33706


IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation on the 21st day of January, 1998.


DOUGLAS B. HANSON

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DOUGLAS B. HANSON, who produced as identification FLORIDA Driver License #H525-162-72-137^D and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21 day of JANUARY, 1998.

 JOAN E. SHARP
COMMISSION # CC625687
EXPIRES MAR 02, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.
NOTARY PUBLIC, State of Florida

My Commission Expires:

REGISTERED AGENT CERTIFICATE

FILED

98 JAN 27 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

UNIVERSAL CONNECTIONS GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in its Articles of Incorporation, at the city of St. Petersburg,, County of Pinellas, State of Florida, has named DOUGLAS B. HANSON, located at 5245 Central Avenue, St. Petersburg, FL 33710, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.

Douglas B. Hanson
DOUGLAS B. HANSON

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared DOUGLAS B. HANSON, known to me personally and known to be the person described in and who executed the foregoing instrument and she acknowledged to and before me that she executed the said instrument for the purposes therein expressed.

WITNESS MY hand and seal this 21 day of JANUARY, 1998.

Joan E. Sharp
NOTARY PUBLIC
Commission No. CC625687
My Commission Expires: EXPIRES MAR 02, 2001
BONDED THROUGH ATLANTIC BONDING CO., INC.