

Musco & Company, P.A.

Certified Public Accountants

Florida
*New York

941-366-8711

Fax (941) 365-1690

00-64-7555

February 10, 1998

Florida Secretary of State
New Filings
P.O. Box 6327
Tallahassee, FL 32314

Please find enclosed Articles of Incorporation for Pythagoras Enterprises, Inc., a new Florida corporation. Also enclosed is the filing fee needed for a certified copy, totaling \$122.50.

If there is anything more that you need in this matter, please contact me, Stephen M. Musco at:

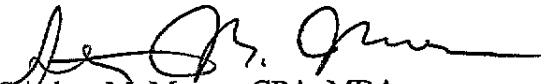
Musco & Company, P.A.
1549 Ringling Boulevard
Suite 602
Sarasota, FL 34236

941-366-8711

100002430031--0
-02/13/98--01038--015
****122.50 ****122.50

The certified copy of the Articles and accompanying correspondence are to be sent to this address.

Sincerely,


Stephen M. Musco, CPA, MBA

enclosures

FILED
98 FEB 13 PM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1549 Ringling Boulevard Suite 602, Sarasota, Florida 34236

*Correspondent firm: Rogers & Co., Mineola, New York 800-EXEMPT-5

CB
2-16-98

ARTICLES OF INCORPORATION

OF

Pythagoras Enterprises, Inc.

FILED
98 FEB 13 PM 9:34
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: Pythagoras Enterprises, Inc..

ARTICLE II - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$0.001 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 6001 Brown Lane, Sarasota, FL 34232.

ARTICLE VI -INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1549 Ringling Boulevard, Suite 602, Sarasota, FL 34236, and the registered agent at such office is Stephen M. Musco.

ARTICLE VII - DIRECTORS

This Corporation shall have 1 Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors are:

Gregory S. Pennenga

6001 Brown Lane
Sarasota, FL 34232

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

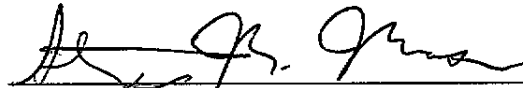
The name and street address of each incorporator to these Articles of Incorporation are:

Stephen M. Musco

1549 Ringling Blvd., Suite 602
Sarasota, FL 34236

FILED
98 FEB 13 PM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The Undersigned has executed these Articles this 10th day of February, 1998.



Stephen M. Musco
Incorporator

Having been named as Registered Agent and to accept service of process for Pythagoras Enterprises, Inc., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

2/10/98
Date



Stephen M. Musco
Registered Agent