

TCC

THE COMPANY CORPORATION

1313 North Market Street
Wilmington, DE 19801-1151
Phone: 302.575.0440
Fax: 302.575.1346
Toll Free: 800.542.2677
www.incorporate.com

P98 00001578

February 11, 1998

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/17/98--01101--004
*****70.00 *****70.00

RE: Monolog Inc.
P3300981MOSYL

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Monolog Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,


Wendy Snow
Corporate Service Incorporator

enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2-18-98
WS

**ARTICLES OF INCORPORATION
OF
Monolog Inc.**

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be **Monolog Inc.**

SECOND: The address of the initial registered office of the corporation is 817 SW 1st Court, Hallandale, FL 33009, County of Broward. The name of the registered agent located at said address is Michel Sylvain.

THIRD: The principal address of the corporation is 817 SW 1st Court, Hallandale, FL 33009.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1,500 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) of who will serve as director(s) until the first annual meeting of shareholders or until the successor(s) is/are as follows:

Michel Sylvain 817 SW 1st Court, Hallandale, FL 33009.

SEVENTH: The duration of the corporation is perpetual.

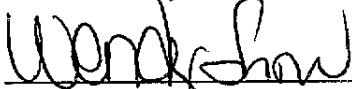
EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who is to act as incorporator(s) is as follows:

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DIVISION OF CORPORATIONS
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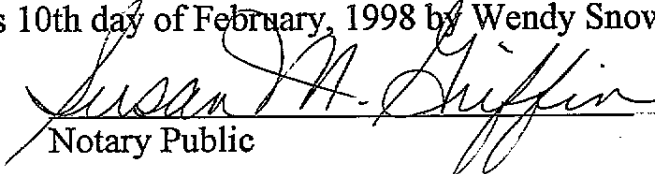
Wendy Snow c/o The Company Corporation
1313 N. Market Street, Wilmington, DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 10th day of February, 1998.



State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day of February, 1998 by Wendy Snow.


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street,
Wilmington, DE 19801. (302) 575-0440.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this MONOLOG INC.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of HALLANDALE, State of
Florida, has named MICHEL SYLVAIN located at
817 SW 1ST CT HALLANDALE FL 33009
_____ as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby 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.



1-27-98

Date