

TRANSMITTAL LETTER

P98000002500C

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

SUBJECT:

Podium Corporation

(Proposed corporate name - must include suffix)

500002457705--3
 -03/16/98-01027-014
 ****78.75 ****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
 Filing Fee

\$78.75
 Filing Fee
 & Certificate

\$122.50
 Filing Fee
 & Certified Copy

\$131.25
 Filing Fee,
 Certified Copy
 & Certificate

ADDITIONAL COPY REQUIRED

FROM:

Charles E. Friedman

Name (Printed or typed)

134 IBIS RD.

Address

Longwood, FL 32779

City, State & Zip

(407) 788-6249

Daytime Telephone number

98 MAR 16 PM 3:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

JN 3-17-98

ARTICLES OF INCORPORATION
OF
PODIUM CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be PODIUM CORPORATION.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 10,000 shares, all of which shall be common shares with par value of \$.10.

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 234 Ibis Road, Longwood Florida 32779, and the name of the initial registered agent at the address is CHARLES E. FRIEDMAN.

ARTICLE SIX

PRINCIPLE OFFICE

The corporation's principal office and mailing address is 234 Ibis Road, Longwood, Florida 32779.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the corporation shall consist of no less than one (1) and no more than three (5) directors. The name and address of the initial Board of Directors is:

CHARLES E. FRIEDMAN
234 Ibis Road
Longwood, Florida 32779

ARTICLE EIGHT

INCORPORATORS

The incorporator of the corporation and the subscriber to these Articles of Incorporation is CHARLES E. FRIEDMAN, whose address is 234 Ibis Road, Longwood, Florida 32779.

ARTICLE NINE

BY-LAWS AND ARTICLES OF INCORPORATION

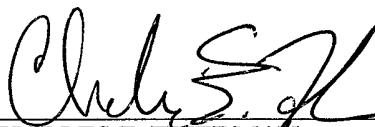
The Board of Directors shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation; and shall have the exclusive authority to formulate, approve and/or adopt amendments to these Articles of Incorporation.

ARTICLE TEN

COMMENCEMENT OF EXISTANCE

The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State, of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 12th day of March, 1998.


CHARLES E. FRIEDMAN
Incorporator of PODIUM CORPORATION

STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared CHARLES E. FRIEDMAN, to me known to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes contained.

WITNESS my hand and official seal in the County and State aforesaid, this 12th day of March, 1998

Eva A. Stewart

Notary Public, State of Florida



My Commission Expires:

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

PODIUM CORPORATION, a Florida corporation, pursuant to Florida Statutes 48.091, and its Articles of Incorporation, hereby designates CHARLES E. FRIEDMAN, of 234 Ibis Rd., Longwood, Florida 32779, as its Registered Agent and Registered Office for the service of process as required by law.

ACCEPTANCE

I, CHARLES E. FRIEDMAN, of 234 Ibis Road, Longwood, Florida 32779, having been named in the foregoing Designation of Registered Office and Registered Agent by PODIUM CORPORATION, a Florida corporation, and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute 48.091, do hereby accept said designation, and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in some conspicuous place in the office as required by law, and to otherwise comply with the obligations of a Resident Registered Agent and to maintain a Registered Office as heretofore indicated.



CHARLES E. FRIEDMAN

DATED this 12th day of March, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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