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FLORIDA DIVISION OF CORPORATIONS
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((H98000006292 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FLORIDA INCORPORATORS, INC.

ACCT#: 075350000473

CONTACT: MARK HANKINS

PHONE: (305) 350-5221

FAX #: (305) 350-9148

NAME: NAVIGATE, INC.

AUDIT NUMBER.....H98000006292

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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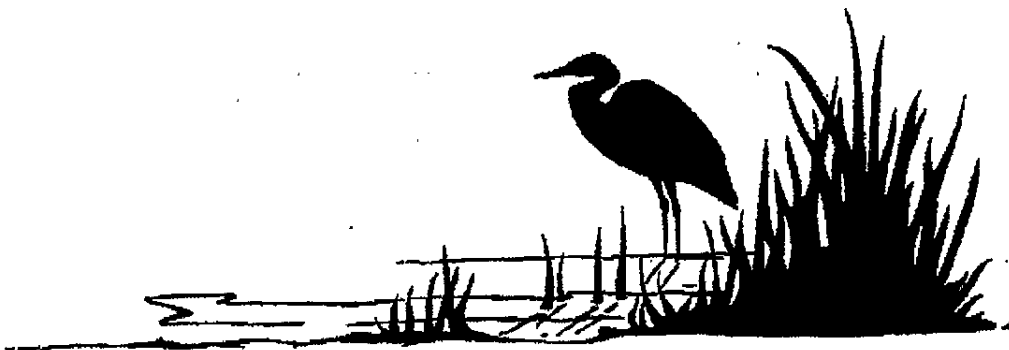
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

u 4/3/98



April 3, 1998

**Ms. N. Culligan
New Filings Section
Florida Department of State
Division of Corporations
Tallahassee, FL**

RE: Navigate, Inc., Rej. Filing W98000007288

Dear Ms. Culligan:

This letter is to advise you that we are aware of and accept the similarity of our chosen corporate name, Navigate, Inc. to "The Navigators, Inc." and the trademark "The Navigator", already active and on the records of the State of Florida.

Sincerely,


James N. Grimm, Sr.

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Articles Of Incorporation

OF

Navigate, Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation Navigate, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

James N. Grimm, Sr.
13759 Club Cove Dr.
Jacksonville, FL 32225-5430

SEVENTH: The name and address of the incorporator is:

James N. Grimm, Sr.
13759 Club Cove Dr.
Jacksonville, FL 32225-5430

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EIGHTH: The name and address of the initial registered agent and the initial registered office is:

James N. Grimm, Sr.
13759 Club Cove Dr.
Jacksonville, FL 32225-5430

NINTH: The mailing address and principal office of the corporation is:

Navigate, Inc.
13759 Club Cove Dr.
Jacksonville, FL 32225-5430

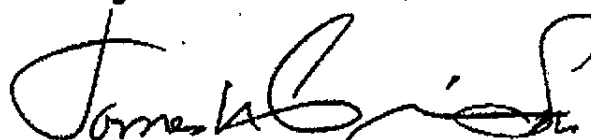
DATED: April 1, 1998



JAMES N. GRIMM, SR.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.



JAMES N. GRIMM, SR.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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