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NAME: E-SPY, INC.

AUDIT NUMBER.....H98000006491

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 3, 1998

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SUBJECT: E-SPY, INC.  
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FAX Aud. #: H98000006491  
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## ARTICLES OF INCORPORATION

OF

### DESCRY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, and desiring to make and enter into the following Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, does herewith agree as follows:

1. The name by which this corporation shall be known, is:

DESCRY, INC.

2. This corporation shall have perpetual existence.
3. This corporation is organized for the following purposes:

a) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real and personal property of all kinds.

b) This corporation shall also have all of those powers as enumerated by Section 607.0302 of the Florida Statutes, as they now exist, together with any and all amendments, and/or changes to said section that may hereafter be enacted.

4. This corporation is authorized to issue One Thousand Shares of common stock without nominal or par value.

5. The amount of capital with which this corporation shall and does begin business with, is the sum of Five Hundred (\$500.00) Dollars, all of which has been fully paid in.

6. Any of the shareholders of this corporation, upon the sale for cash, of any new stock of this corporation, of the same kind, class or series as that now being held by such shareholders, 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 is offered to any other purchasers.

William Phillips, Esq.  
Florida Bar #063132  
14 N.E. 1st Avenue-Suite 908  
Miami, Florida 33132-2464  
Telephone (305) 371-3633

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7. The street address of the initial Registered Agent and principal office of this corporation is: 7103 S.W. 102<sup>nd</sup> Avenue, Suite B, Miami, FL 33173, and the name of the initial Registered Agent at that address is: William C. Phillips.

8. This corporation shall have one director initially; however, the number of directors may be increased or decreased from time to time by the by-laws of the corporation, but shall never be less than one.

9. The name and address of the initial director and subscriber to these articles of incorporation is as follows:

William C. Phillips - 7103 S.W. 102<sup>nd</sup> Avenue-Suite B  
Miami, Florida 33173

10. This corporation shall indemnify and save harmless any officer, and/or director, or any former officer or director, to the full extent permitted by law.

11. The powers to adopt, alter, amend or repeal any of the by-laws of this corporation shall be vested in the Board of Directors, and the corporation reserves the right to amend or repeal any of said provisions of the Articles of Incorporation, or any amendment thereto, and any right conversely conferred upon the Shareholders of this corporation is subject to this reservation.

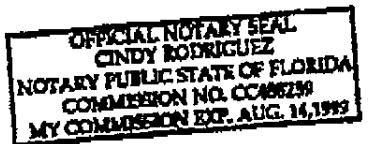
IN WITNESS WHEREOF, the undersigned subscriber and registered agent, has executed these Articles of Incorporation this 11 day of February, 1998.

W. C. Phillips  
William C. Phillips

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The foregoing instrument was acknowledged before me this 11 day of February, 1998 by William C. Phillips, who is personally known to me, and who did take an oath.



Cindy Rodriguez  
NOTARY PUBLIC

Having been named as Registered Agent, and to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.

William C. Phillips  
William C. Phillips

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