



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 796324 7118442

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : April 27, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 796324-005

CUSTOMER NO: 7118442

CUSTOMER: Mr. Dave Bastian
MR. DAVE BASTIAN

15310 Amberly Drive
Ste.250
Tampa, FL 33647

000002548060--9

DOMESTIC FILING

NAME: MINDSHARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

509
W98-12884

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN-4 AM 10:54

98 JUN-4 PM 2:33
DIVISION OF CORPORATION

RECEIVED
6/5/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

98 JUN -5 AM 9:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN -4 AM 10:54

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 4, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MINDSHARE, INC.
Ref. Number: W98000012884

RESUBMIT

Please give original
submission date as file date.

We have received your document for MINDSHARE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00031673

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -4 AM 10:54

ARTICLES OF INCORPORATION
OF
MINDSHARE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MINDSHARE, INC.

The address of the principal office of this corporation shall be 1324 Summerlin Drive, Clearwater, Florida 33764, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1324 Summerlin Drive, Clearwater, Florida 33764, and the name of the initial registered agent of the corporation at that address is Dusty Furlong.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Dusty Furlong
Dir.

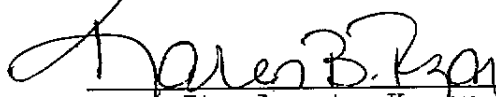
1324 Summerlin Drive,
Clearwater, Florida 33764

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 4, 1998.

A handwritten signature in cursive script, appearing to read "Karen B. Rozar", is written over a horizontal line.

Its Agent, Karen B. Rozar
Incorporator

MMC/CASSANDRA BRYANT

**Certificate of Designation of
Registered Agent/Registered Office**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -6 AM 10:55

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is:

Mindshare, Inc.

2. The name and address of the registered agent and office is:

Dusty C. Furlong
(Name)
1324 Summerlin Drive
(P.O. Box or Mail Drop Box NOT Acceptable)
Clearwater, Florida 33764-2818
(City/State/Zip)

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.


(Signature)

5-21-98
(Date)