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FROM: BUSINESS FILINGS ACCT#: 105256001620
CONTACT: RICHARD OSTER
PHONE: (608)251-6600 FAX #: (608)251-6907

NAME: POWERHOUSE INTERACTIVE, INC.
AUDIT NUMBER.....H98000013429
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 1
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**ARTICLES OF INCORPORATION
OF
Powerhouse Interactive, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Powerhouse Interactive, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3438 East Lake Road, Suite 14633, Palm Harbor, FL 34685

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 200. The par value of each share of stock is \$1.00.

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Incorporated., 1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Brian Wiegand , 214 N. Henry Street, Suite 201, Madison, WI 53703.

ARTICLE V INITIAL DIRECTORS

The initial directors of the corporation is:

Joseph C. Douglass, 3438 East Lake Rd., Suite 14633, Palm Harbor, FL 34685

Jeffrey L. Pruitt, 3438 East Lake Rd., Suite 14633, Palm Harbor, FL 34685

Richard Becerra, 3438 East Lake Rd., Suite 14633, Palm Harbor, FL 34685

The undersigned incorporator has executed these Articles of Incorporation this 16th day of July, 1998

The document was prepared by:

Brian Wiegand, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE


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.

The name of the corporation is: Powerhouse Interactive, Inc.

The name and address of the registered agent and office is: Business Filings Incorporated, 1186 Ocean Shore Blvd., Suite 195, Ormond Beach, FL 32176.

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: _____


Brian Wiegand, President
Business Filings Incorporated.

Date 7-16-98

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