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BULL AND ASSOCIATES, P.A.
ATTORNEYS AND COUNSELORS AT LAW

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August 11, 1998

Via Federal Express

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002613801--5
-08/12/98--01046--002
****285.00 ****285.00

Re: Nspire technologies, Inc
B&A File No. 104-159

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of ^{Incorporation} ~~Organization~~ of Nspire Technologies, Inc., and the Certificate Designating Registered Agent for Service of Process Within This State, which we are submitting for filing as a matter of record with the Department of State.

Also enclosed please find a check made payable to the Department of State in the amount of \$285.00 for payment of the required fees for filing these Articles and Designation of the Registered Agent pursuant to Chapter 607, Florida Statutes.

Please file these documents immediately. Your prompt assistance in this regard will be greatly appreciated.

Brenda GAVE
AUTHORIZATION BY PHONE TO
requests cert. ed copy of
CORRECT refund overpymt of fees
MR/bg
DATE
Enclosures
U:\WPB\DCS\104\159\Depart State-Ltr
Very truly yours,
Mario Romero
Mario Romero

FILED
98 AUG 12 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 18 1998
P. Hall
(5)

ARTICLES OF INCORPORATION

OF

NSPIRE TECHNOLOGIES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Nspire Technologies, Inc. The principal address of the corporation is 201 Palmetto Concourse, Longwood, Florida 32779, and the mailing address is P.O. Box 248072, Coral Gables, Florida 33124.

ARTICLE II - COMMENCEMENT AND TERMINATION

The corporation is to commence its corporate existence on the date of filing with the Florida Secretary of State's Office and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the United States of America.

ARTICLE IV - STATED CAPITAL

The maximum number of shares which the corporation is authorized to have outstanding

at any one time is 5,000 shares of common stock. The par value shall be \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 111 North Orange Avenue, Suite 1700, Orlando, Florida 32801, and the initial registered agent of this corporation at such office shall be Stephen M. Bull, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by a vote of the shareholders. The names and addresses of the directors constituting the initial Board of Directors are:

Joshua Charles Mann
201 Palmetto Concourse
Longwood, Florida 32779

Gourav N. Mukherjee
1445 Riviera Drive
Kissimmee, Florida 34744

ARTICLE VII - INCORPORATORS

The name and street address of the person signing these Articles is:

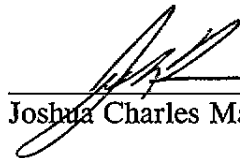
Joshua Charles Mann
201 Palmetto Concourse
Longwood, Florida 32779

ARTICLE VIII - INDEMNIFICATION

The liability of the directors of the corporation for money damages shall be eliminated to the fullest extent permissible under Florida law. This corporation is authorized to provide indemnification of directors, officers, employees or agents for breach of duty to the corporation and its shareholders through By-Law provisions or through agreements with directors, officers, employees or agents, or both By-Laws and agreements, in excess of the indemnification specifically allowed by Florida laws, subject to any limitations on indemnifications under the Florida law which cannot be waived.

ARTICLE IX - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of the corporation.



Joshua Charles Mann, Incorporator


STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Joshua Charles Mann, to me known to be the person who executed the foregoing Articles of Incorporation.

WITNESS my hand and seal this 11 day of August, 1998.



Brenda Gonzalez
My Commission CC638101
Expires April 13, 2001



NOTARY PUBLIC
My commission expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THIS STATE**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with
said act:

Nspire Technologies, Inc., in desiring to organize as a corporation under the laws of the State of Florida with its registered office at 111 North Orange Avenue, Suite 1700, Orlando, Florida, 32801, has named Stephen M. Bull, located at the above registered office, as its registered agent to accept service of process within the state.

Acknowledgement:

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By: _____

Registered Agent

Date: _____