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Gerald S. Rutberg  
Attorney and Counselor at Law

670 N. Orlando Avenue  
Suite 1004A  
Maitland, Florida 32751

Telephone (407) 539-1992  
FAX (407) 539-2004

DATE: September 3, 1998

Re: MOMENTUM, INC.

TO: Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200002633652--7  
-09/08/98--01056--004  
\*\*\*\*122.50 \*\*\*\*122.50

DOCUMENTS ENCLOSED: Original and one (1) copy of Articles of  
Incorporation  
Check No. 2546 in respect of \$122.50

INSTRUCTIONS:

Respectfully submitted:

GERALD S. RUTBERG

GSR/ktm

Enclosure

APPROVED  
AND  
FILED  
98 SEP -8 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK SEP 14 1998

**ARTICLES OF INCORPORATION**

**OF**

**MOMENTUM, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **MOMENTUM, INC.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

670 N. Orlando Avenue  
Suite 1004A  
Maitland, Florida 32751.

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares at \$1.00 par value.

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Gerald S. Rutberg  
670 N. Orlando Avenue  
Suite 1004A  
Maitland, Florida 32751

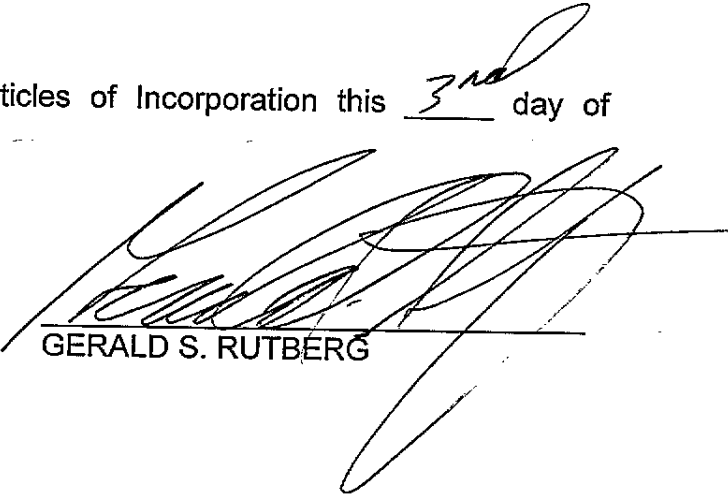
**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Gerald S. Rutberg  
670 N. Orlando Avenue  
Suite 1004A  
Maitland, Florida 32751.

APPROVED  
AND  
FILED  
08 SEP - 8 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned has executed these Articles of Incorporation this 3<sup>rd</sup> day of September, 1998.

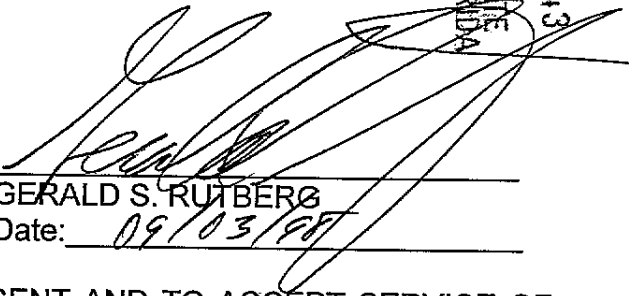
  
GERALD S. RUTBERG

**CERTIFICATE OF DESIGNATION**  
**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.

1. The name of the corporation is: **MOMENTUM, INC.**
2. The name and address of the registered agent and office is:

Gerald S. Rutberg  
670 N. Orlando Avenue  
Suite 1004A  
Maitland, Florida 32751

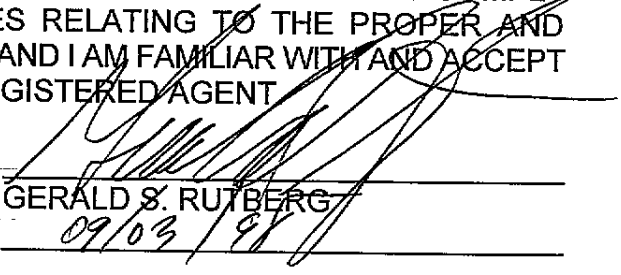
  
GERALD S. RUTBERG

Date: 09/03/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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

DATE:

  
GERALD S. RUTBERG

09/03/98

98 SEP - 8 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED