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DOBSON & BROWN, P.A.

ATTORNEYS AT LAW

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GEOFFREY B. DOBSON
RONALD W. BROWN

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October 16, 1998

Secretary of State
Division of Corporations
The Capitol
Plaza Level 10
Tallahassee, Florida 32399-0810

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-10/19/98--01028--010
****122.50 *****78.75

Re: Articles of Incorporation; Buzzmart Corporation.

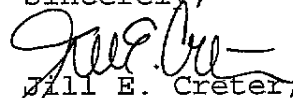
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced Corporation along with the name of the Resident Agent in the Articles. Also please find a check in the amount of \$122.50 to cover filing tax, filing fees, and a certified copy of the Articles of Incorporation.

If the enclosed document meets with your approval, I would appreciate your filing it and returning it to me by Facsimile transmission.

Thank you for your cooperation.

Sincerely,


Jill E. Creter,

Secretary to Ronald W. Brown

/jec
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 9:41

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ARTICLES OF INCORPORATION
OF
BUZZMART CORPORATION.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 AM 9:41

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporations Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the Corporation is the Buzzmart Corporation.

ARTICLE II
TERM OF EXISTENCE

Existence of the Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III
NATURE OF BUSINESS

The purpose for which the Corporation is initially organized is the transaction of any and all business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is 100 of \$1.00 par value each.

ARTICLE V
ADDRESS AND REGISTERED OFFICER

The street address and mailing address of the initial principal office shall be Route 2 Box 142, East Palatka, Florida

32131; and the name and address of its initial registered agent are Ronald W. Brown, Esquire, 66 Cuna Street, Suite A, St. Augustine, Florida 32084.

ARTICLE VI
DIRECTORS

The initial Board of Directors shall consist of two (2) members, but such number may be increased to more than two (2) and subsequently increased or decreased as provided in the By-Laws of the Corporation. The names and addresses of the initial members of the Board of Directors are:

C.E. Dupont
Route 2 Box 142
East Palatka, Florida 32131

Joyce Dupont
Route 2 Box 142
East Palatka, Florida 32131

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators are as follows:

C.E. Dupont
Route 2 Box 142
East Palatka, Florida 32131

Joyce Dupont
Route 2 Box 142
East Palatka, Florida 32131

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended from time to time as provided by law.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hands and seals this 16th day of October, A. D., 1998.

C. E. Dupont
C. E. Dupont

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared C. E. Dupont, who is personally known to me or who produced _____ as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that he executed the above and foregoing Articles of Incorporation of for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 16th day of October, A. D., 1998.

Ronald Wayne Brown
Notary Public, State of Florida
at Large
My Comm. expires Aug. 29, 2000
Comm. No. CC 574758

Notary Public, State of Florida

Joyce H. Dupont
Joyce Dupont

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared Joyce Dupont, who is personally known to me or who produced _____ as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that she executed the above and foregoing Articles of Incorporation of for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 14th day of October, A. D., 1998.

Ronald Wayne Brown
Notary Public, State of Florida
at Large
My Commission Expires: _____

RONALD WAYNE BROWN
Notary Public, State of Florida
My Comm. expires Aug. 29, 2000
Comm. No. CC 574758

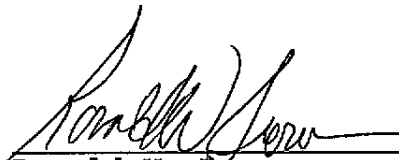
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to and in compliance with Chapter 48.091,
Florida Statutes.

Buzzmart Corporation desiring to organize under the laws
of the State of Florida with its principal office, as indicated in
the Articles of Incorporation, at City of St. Augustine, State of
Florida, has named Ronald W. Brown, Esquire, St. Augustine, Florida
32084 as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

I, Ronald W. Brown having been named to accept service of
process for the above stated corporation, at the place designated
in this certificate, hereby accept to act in this capacity and
agree to comply with the provisions of said Act relative to keeping
said office open.



Ronald W. Brown
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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