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THE LAW OFFICES OF

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CATHERINE B. PALUMBO, Esq.
Bankruptcy & Real Estate

April 1, 1999

Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

800002773248--8
-02/11/99--01062--011
****122.50 *****78.75

RE: Dinosaurinc.Com, Inc.

To Whom It May Concern,

Pursuant to your letter dated February 15, 1999 (which we did not receive until March 23, 1999 and a copy is enclosed for your reference), you instructed our client to obtain a new name due to the previous name Dinosaur, Inc. being taken. Accordingly, enclosed please find the original and two (2) copies of a revised Articles of Incorporation for Dinosaurinc.Com. According to your letter, you are currently holding our check in the amount of \$122.50 to file the corporation.

We would be grateful if you would file this corporation immediately and return the certified copy of the Articles of Incorporation to at the above address so I can promptly forward to my client, Steven N. Kundrat.

EFFECTIVE DATE

3-28-99

Very truly yours,

Catherine B. Palumbo, Esquire

CBP/bla

Enclosures as stated;

FILED
9 APR -2 AM 9:32
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W99-3748
ajc 4/6



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 15, 1999

CATHERINE B. PALUMBO, ESQ.
112 W. NEW HAVEN AVE.
MELBOURNE, FL 32901

SUBJECT: DINOSAUR INC.
Ref. Number: W99000003742

We have received your document for DINOSAUR INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 699A00006528

ARTICLES OF INCORPORATION

OF

DINOSAURINC.COM, INC.

Article I - Name

The name of this corporation is **Dinosaurinc.Com, INC.** and the corporations principal office and mailing address of the corporation shall be **7694 Progress Circle, W. Melbourne, Florida 33904.**

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporation shall be March 28, 1999.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

EFFECTIVE DATE
3-28-99

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Special Provision

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **7694 Progress Circle, W. Melbourne, FL 32904.** The name of the initial registered agent of this corporation at that address is **Steven N. Kundrat.**

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99 APR -2 AM 9:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Article VII - Initial Board of Directors

This corporation shall have three (3) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Name	Address
Steven N. Kundrat President	7694 Progress Circle W. Melbourne, FL 32904
Suzan A. Kundrat Vice President	7694 Progress Circle W. Melbourne, FL 32904
Alice D. Kundrat Secretary & Treasurer	7694 Progress Circle W. Melbourne, FL 32904

Article VIII

The name and address of the person signing these articles is: **Steven N. Kundrat, 7694 Progress Circle, W. Melbourne, FL 32904.**

Article IX - Bylaws

The power to adopt, alter, amend or reply bylaws shall be vested in the Board of Directors and the shareholders.

Article X - Director's Compensation

The shareholder of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

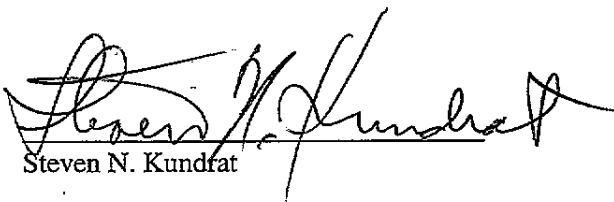
Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIII - Subchapter "S" Election

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this ____ day of April, 1999.


Steven N. Kundrat

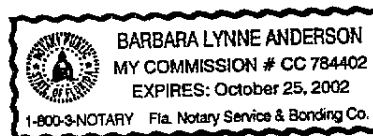
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 15th day of April, 1999, by Steven N. Kundrat who is personally known to me or who has produced a Florida Driver's License as identification.


Notary Public

My Commission Expires:

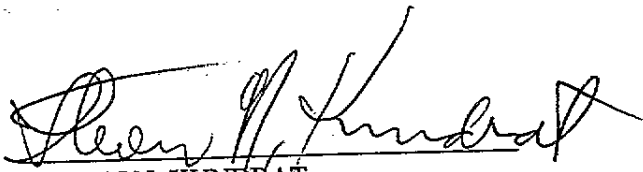


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: **DINOSAURINC.COM, Inc.**
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
STEVEN N. KUNDRAT, 7694 PROGRESS CIRCLE, W. MELBOURNE, FLORIDA 32904.

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.


STEVEN N. KUNDRAT
Registered Agent

April 1, 1999

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99 APR -2 AM 9:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA