

VENTURE CAPITAL MANAGEMENT CORPORATION

DR. ROBERT A. ADAMS
President

P.O. BOX 372626
SATELLITE BEACH, FLORIDA 32937
PHONE: (407) 777-1969

999000034274

April 8, 1999

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

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-04/12/99-01103-015
*****78.75 *****78.75

Dear Sir:

Enclosed please find Articles of Incorporation for

NATIONAL MANUFACTURERS INDEX CORPORATION

along with a check in the amount of \$78.75 to cover filing fees, registered agent designation and certified copy.

Please remit a certified copy of the Articles to me at the above address. Thank you.

Sincerely,

Robert A. Adams

Robert A. Adams

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NATIONAL MANUFACTURERS INDEX CORPORATION
(a Florida Corporation)

STATE OF FLORIDA
COUNTY OF BREVARD

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TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, and acknowledge,
and file this Certificate for the purpose of becoming a corporation
under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be:

NATIONAL MANUFACTURERS INDEX CORPORATION

ARTICLE II.

The general nature of the business to be transacted shall be:

- a. To provide a private internet information service to the Manufacturing Industry.
- b. To acquire the good will, rights, property, and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association, or corporation, upon such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.
- c. To acquire and undertake all or any part of the business, assets, and liabilities of any person, firm, association, or corporation.
- d. To buy, sell, deal in, lease, hold, or improve real estate and buildings of various kinds, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, buildings, and hereditaments, or other property of said corporation.
- e. To do any and all acts and things, and to exercise any and all other powers conferred by the laws of the State of Florida, upon corporations formed under the provisions of Chapter 608, Florida Statutes of 1973, and all acts amendatory thereto, and which now or hereafter may be authorized by law.
- f. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

- g. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- h. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.
- i. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.
- j. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.
- k. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time, or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

1. To acquire, by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.
- m. To have one or more offices, conduct its business and promote its objectives within and without the State of Florida, in other states, in the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.
- n. To manage other corporations and/or to invest in the same.
- o. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendments thereof, necessary or incidental to the protection and benefit of the Corporation, as a principal, agent, director, trustee, or otherwise, and, in general either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III.

Capital stock of this Corporation shall consist of two classes of shares to be designated "Class A Stock" and "Common Stock". The number of Class A shares authorized is 100,000, with a par value of \$0.10 per share. The number of Common shares authorized is 400,000, with a par value of \$0.10 per share.

ARTICLE IV.

The preferences, privileges, restrictions, and rights granted to or imposed on the shares of stock are as follows:

a. All shares of stock issued by the Corporation shall be participating voting stock, and shall be fully paid and non-assessable.

b. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

c. At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy appointed by an instrument in writing, subscribed by such stockholder or by his duly authorized attorney, and delivered to the secretary of the meeting. Each holder of Class A Stock shall have ten votes for each of the shares he owns and is registered in his name on the books of the Corporation. Each holder of Common Stock shall have one vote for each of the shares he owns and is registered in his name on the books of the Corporation.

ARTICLE V.

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE VI.

This Corporation shall have perpetual existence.

ARTICLE VII.

The principal office of the Corporation shall be at 2904 Ivy Street, Titusville, Florida 32796, provided, however, that the Corporation reserves the right to change its principal office to a new location and open other offices of the Corporation at any location deemed appropriate by the Board of Directors.

ARTICLE VIII.

The number of directors of the Corporation shall be no less than one (1) in number. The number of directors on the initial Board shall be one in number, but the By-Laws may provide for such increase in number as is authorized by law.

ARTICLE IX.

The name and address of the member of the first Board of Directors, the President, Secretary and Treasurer is as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Eugene Wurzler	President, Secretary, Treasurer, Director	2904 Ivy Street Titusville Florida 32796

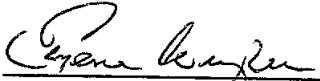
ARTICLE X.

The name and address of the subscriber of this Certificate of Incorporation and the number of shares agreed to be taken is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Eugene Wurzler	2904 Ivy Street Titusville Florida 32796	10,000

The total amount of initial contribution by the subscriber is \$1,000.00.

IN WITNESS WHEREOF, the undersigned has subscribed his name this _____ day of March, 1999.

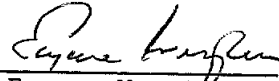

Eugene Wurzler

ARTICLE XI.

The name and address of the Registered Agent of the Corporation upon whom service of process may be had as prescribed by law:

<u>Name</u>	<u>Address</u>
Eugene Wurzler	2904 Ivy Street Titusville Florida 32796

The above designation as Registered Agent of the Corporation is accepted.


Eugene Wurzler

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TALLAHASSEE, FLORIDA