

P99000045658

GRAY, HARRIS & ROBINSON

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III
R. LEE BENNETT
TRACY A. MARSHALL
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 250

225 SOUTH ADAMS STREET

POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE (850) 222-7717

FAX (850) 222-3494

MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPPE
DONALD H. GIBSON
ALISON M. YURKO
THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY

KIMBERLY NOWORYTA SUNNER
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
MATTHEW S. SMITH
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
LILA INGATE MCHENRY
MICHAEL J. CANAN

May 19, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

800002879798--5
-05/19/99-01042-012
*****78.75 *****78.75

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Incorporation** for the following entity:

SCORECARD USA, INC.

Please call Ann Cotroneo at 222-7717, when the certified document is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR.106
Peck/135400-1

RECEIVED
99 MAY 19 PM 12:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 MAY 19 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gjs/19

ARTICLES OF INCORPORATION
OF
SCORECARD USA, INC.

FILED
99 MAY 19 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Scorecard USA, Inc.

ARTICLE II - ADDRESS

The address of the corporation is 4630 South Kirkman Road, Suite 200, Orlando, Florida 32811.

ARTICLE III - DURATION

This corporation shall exist indefinitely.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Five Million (5,000,000) shares of \$0.01 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

4630 South Kirkman Road, Suite 200
Orlando, Florida 32811.

The name of the initial registered agent of this corporation at that address shall be:

Karl Seiler

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have 2 directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than 1.

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Karl Seiler	4630 South Kirkman Road, Suite 200 Orlando, FL 32811	Director, President, Secretary, Treasurer
John Bonaccorso	4630 South Kirkman Road, Suite 200 Orlando, FL 32811	Director

ARTICLE VIII - INCORPORATOR

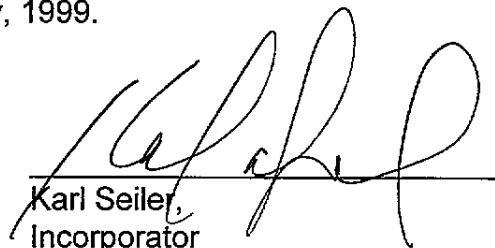
The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Karl Seiler	4630 South Kirkman Road, Suite 200 Orlando, FL 32811

ARTICLE IX - BYLAWS

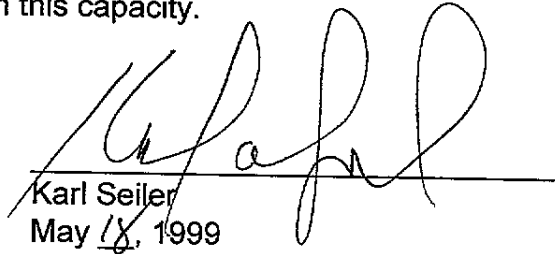
Bylaws may be adopted, amended or repealed by the shareholders or by the Board of Directors; provided that any bylaw adopted or amended by the shareholders can only be amended or repealed by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of May, 1999.


Karl Seiler,
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of SCORECARD USA, INC., I am familiar with the obligations of the position of registered agent and I hereby accept and agree to act in this capacity.


Karl Seiler
May 18, 1999

F:\USR\CECK\Scorecard USA\Articles and Bylaws\Articles.wpd

FILED
99 MAY 19 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA