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Tangible Business Solutions, Inc.
10460 Roosevelt Blvd., #293
St. Petersburg, FL 33716

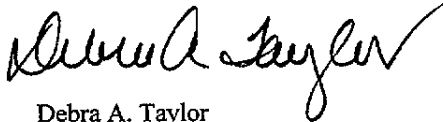
June 10, 1999

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

Subject: Tangible Business Solutions, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, and a check in the amount of \$78.75.

Sincerely,



Debra A. Taylor
Vice President

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*****78.75 *****78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 14 1999

ARTICLES OF INCORPORATION
OF
TANGIBLE BUSINESS SOLUTIONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this Corporation shall be TANGIBLE BUSINESS SOLUTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
10460 Roosevelt Blvd., #293
St. Petersburg, FL 33716

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares with a \$1.00 par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Debra A. Taylor
968 Lake Placido Ct. N.E.
St. Petersburg, FL 33703

ARTICLE V DURATION

This Corporation shall have perpetual existence.

ARTICLE VI PURPOSE

This Corporation is organized for the purpose of transacting any of all lawful business permitted under the laws of the United States of America and the State of Florida.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Debra A. Taylor
968 Lake Placido Ct. N.E.
St. Petersburg, FL 33703

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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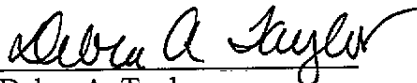
ARTICLE VIII NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be no less than one (1) nor more than three (3).

ARTICLE IX DIRECTORS

The name and post office address of the Board of Directors shall be:
Werner Buchholz
Debra A. Taylor
Tangible Business Solutions, Inc.
10460 Roosevelt Blvd., #293
St. Petersburg, FL 33716

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of June 1999.


Debra A. Taylor

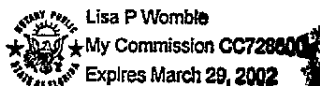
STATE OF FLORIDA)
) ss.:
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared YOUR NAME, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged the execution thereof to be his free will and deed for the purposes therein expressed.

WITNESS my hand and official seal, at St. Petersburg, Pinellas County, Florida, this 10th day of June 1999.


Notary Public, State of Florida

My Commission Expires:



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 office/registered agent, in the State of Florida.

1. The name of the Corporation is: TANGIBLE BUSINESS SOLUTIONS, INC.
2. The name of the registered agent and office are:

Debra A. Taylor
968 Lake Placido Ct. N.E.
St. Petersburg, FL 33703

Signature Debra A. Taylor
Title V.P.
Date June 10, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Signature Debra A. Taylor
Dated June 10, 1999