

KNOWLEDGE MANAGEMENT, INC.

P. O. Box 5146, Jacksonville, Florida, USA 32247-5146
800-484-3664 X 5500 knowledge@msn.com

P99000062115

Friday, July 02, 1999

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

Dear Sir or Madam:

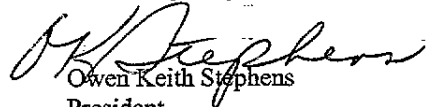
I am pleased to enclose the following with the request that my corporate name be duly registered:

- this transmittal letter;
- the original Articles of Incorporation;
- a duplicate Articles of Incorporation;
- a certificate of designation of registered agent form;
- a certified check in the amount of \$ 70 to cover filing fees.

Your employee, Alan, verified by phone this morning that the name appeared to be available.

I thank you in advance for your help in this matter.

Yours very truly,


Owen Keith Stephens
President
Knowledge Management, Inc.

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/enclosures as enumerated above

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

KNOWLEDGE MANAGEMENT, INC.

Article 2. The principal place of business and mailing address of this corporation is:

2353 SPRING PARK ROAD
JACKSONVILLE, FLORIDA 32207

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

OWEN STEPHENS
2353 SPRING PARK ROAD
JACKSONVILLE, FLORIDA 32207

Article 5. The name and street address of the incorporator of this corporation is:

OWEN STEPHENS
2353 SPRING PARK ROAD
JACKSONVILLE, FLORIDA 32207

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date:

7/2/99

Name of Incorporator:

OWEN STEPHENS

Signature of Incorporator:

Owen Stephens

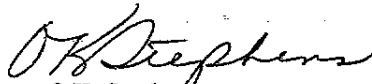
KNOWLEDGE MANAGEMENT, INC.

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Certificate of Designation of Registered Agent

This will serve to verify and certify that Owen Keith Stephens is the designated agent for the Florida corporation known as Knowledge Management, Inc., whose corporate headquarters is located at 2353 Spring Park Road, Jacksonville, Florida 32207.

On behalf of the corporation,


O.K. Stephens
President

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TALLAHASSEE, FLORIDA