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ARTHUR E. PRIESTLEY

1126 South Federal Highway - #700

Ft. Lauderdale, Florida 33316

Phone: (954) 316-7311

Fax: (954) 327-1864

August 11, 1999

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

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

Dear Sir/Madam:

Please find enclosed the original and a copy of the Articles of Incorporation of

SCRYBES, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$78.75 which includes filing fees and franchise tax payment.

Sincerely,



Arthur E. Priestley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

758/18/99

ARTICLES OF INCORPORATION
OF
SCRYBES, INC.

Pursuant to the provisions of the Florida Corporation Act, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida:

ARTICLE ONE - CORPORATE NAME

The name of the corporation is: SCRYBES, INC.
 1126 S. Federal Hwy - #700
 Ft. Lauderdale, FL 33316

ARTICLE TWO - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE THREE - PURPOSE

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

ARTICLE FOUR - CAPITAL STOCK

The corporation is authorized to issue one million shares (1,000,000) of (\$ -0.00-) par value Common Stock, which shall be designated "Common Shares".

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Arthur E. Priestley
1126 S. Federal Hwy., #700
Ft. Lauderdale, FL 33316

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is:


John L. Priestley
1126 S. Federal Hwy., #700
Ft. Lauderdale, FL 33316

ARTICLE SEVEN - INCORPORATORS

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

Arthur E. Priestley
1126 S. Federal Hwy., #700
Ft. Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of August, 1999. I UNDERSTAND AND ACCEPT THE DUTIES AS REGISTERED AGENT FOR THE ABOVE MENTIONED CORPORATION.



INCORPORATOR / REGISTERED AGENT
FL. DL# P623-045-45-013-0

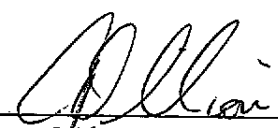
STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

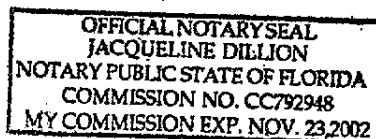
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ARTHUR E. PRIESTLEY known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 11th day of August, 1999.



(Notary Public, State of Florida at Large)

(Notary Seal)



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SECRETARY OF STATE
TALLAHASSEE, FL 32304