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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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Account Number : 074673001063
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FLORIDA PROFIT CORPORATION OR P.A.

TheScientificWorld, Inc.

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TALLAHASSEE, FLORIDA

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THESCIENTIFICWORLD, L.L.C.

August 31, 1999

Office of the Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: TheScientificWorld, Inc.

Dear Sir/Madam:

The undersigned limited liability company has been incorporated in Florida under the name TheScientificWorld, L.L.C. We are aware of the fact that a new Florida corporation may be formed under the name TheScientificWorld, Inc.

The undersigned limited liability company has no objection to such name being used.

TheScientificWorld, L.L.C.,
a Florida limited liability company

By: 

Authorized Signatory

**ARTICLES OF INCORPORATION
OF
TheScientificWorld, Inc.**

Article I

Name

The name of the corporation is TheScientificWorld, Inc.

Article II

Duration

The corporation shall have perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the corporation shall be: 1901 South Congress Avenue, Suite 270, Boynton Beach, Florida 33426.

Article V

Capital Stock

The total number of shares of stock which the Corporation shall have authority to issue is 21,000,000 shares, of which 10,000,000 shares shall be Class A Voting Common Stock having a par value of \$.001 per share (the "Class A Common Stock"), 10,000,000 shares shall be Class B Non-Voting Common Stock having a par value of \$.001 per share (the "Class B Common Stock") and 1,000,000 shares shall be Preferred Stock having a par value of \$.001 per share (the "Preferred Stock"). Except as set forth in this Article V, the Class A Common Stock and the Class B Common Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

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(1) Dividends, Combinations, Subdivisions and Mergers. Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and distributions, payable in cash or otherwise, as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor, provided that all such dividends and distributions shall be paid or made in equal amounts, share for share, to the holders of Class A Common Stock and Class B Common Stock as a single class.

In the case the Corporation shall at anytime: (a) declare a dividend on the Corporation's Class A Common Stock payable in shares of Class A Common Stock, (b) subdivide the outstanding shares of Class A Common Stock into a greater number of shares, (c) combine the outstanding shares of Class A Common Stock into a smaller number of shares, (d) make a distribution on Class A Common Stock in shares of its capital stock other than Class A Common Stock, or (e) issue any shares of its capital stock in a reclassification of Class A Common Stock (including any such reclassification in connection with a consolidation or merger in which the Corporation is the continuing corporation), then as promptly as practicable after any of such events the outstanding shares of the Class B Common Stock shall be likewise proportionately and on the same per share basis be adjusted or affected, except that in the event any dividend on the Class A Common Stock shall be declared in shares of Class A Common Stock, such dividends shall be declared at the same rate per share on the Class B Common Stock, but the dividend payable on Class B Common Stock shall be payable in shares of Class B Common Stock.

(2) Rights on Liquidation. Subject to any preferential or other rights granted to the holders of any series of Preferred Stock, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation available for distribution to stockholders shall be distributed in equal amounts per share to the holders of the Class A Common Stock and the Class B Common Stock. For purposes of this paragraph, a consolidation or merger of the Corporation with any other corporation, or the sale, transfer or lease by the Corporation of all or substantially all of its assets, shall not constitute or be deemed a liquidation, dissolution or winding up of the Corporation.

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(3) **Voting.** Subject to the voting powers, if any, granted to the holders of any series of Preferred Stock, and except as otherwise required by law, the Class A Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes and each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held. Except as otherwise required by law, the Class B Common Stock shall have no voting rights on any matter.

(4) **Conversion of Class B Common Stock.** Each share of the Class B Common Stock shall be automatically converted upon the date that any Registration Statement (as defined below) filed by the Corporation with the Securities and Exchange Commission relating to an initial public offering of shares of Class A Common Stock is declared effective, without further action by the holder thereof, into fully paid and non-assessable shares of the Corporation's Class A Common Stock, at the conversion ratio of one share of Class B Common Stock for each share of Class A Common Stock. "Registration Statement" means a registration statement filed by the Corporation with the Securities and Exchange Commission for a public offering and sale of securities of the Corporation (other than a registration statement on Form S-4 or Form S-8, or their successors, or any other form for a limited purpose, or any registration statement covering only securities proposed to be issued in exchange for securities or assets of another corporation).

(i) If the shares of Class B Common Stock are automatically converted, written notice shall be delivered to the holders of the Class B Common Stock at the address last shown on the records of the Corporation for the holder or given by such holders to the Corporation for the purpose of notice or, if no such address appears or is given, at the place where the principal executive office of the Corporation is located, notifying the holder of the conversion to be effected, specifying the date on which such conversion occurred and calling upon such holders to surrender to the Corporation, in the manner and at the place designated, the certificate(s) representing shares of the Class B Common Stock. Notwithstanding any failure by holders to deliver such certificates, after the conversion date all such certificates shall be deemed to represent the appropriate number of shares of Class A Common Stock.

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(ii) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of effecting the conversion of the Class B Common Stock, the full number of shares of Class A Common Stock then deliverable upon the conversion or exchange of all shares of the Class B Common Stock at the time outstanding. If at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of the Class B Common Stock, the Corporation shall take such corporate action as may in the opinion of its counsel be necessary to increase its authorized but unissued Class A Common Stock to such number of shares as shall be sufficient for those purposes.

(5) Terms of Preferred Stock. The Board of Directors shall have authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution or resolutions providing for the issuance of shares of Preferred Stock in series, the following:

(i) The number of shares which will constitute such series and the designation of such series;

(ii) The voting powers, full or limited, of such series or that such series shall have no voting power;

(iii) The rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or non-cumulative;

(iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate or rates or the price or prices at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;

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(v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such fund;

(vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation;

(vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, the price or prices or rate or rates of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange; and

(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares.

(6) Adjustment of Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution or resolutions fixing the voting rights of such class or series.

(7) No Preemptive Rights. The holders of shares of Class A Common Stock, Class B Common Stock or Preferred Stock of the Corporation shall not be entitled, as a matter of right, to subscribe for or purchase any part of any new or additional issue of any stock or other securities of the Corporation.

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Article VI
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 1901 South Congress Avenue, Suite 270, Boynton Beach, Florida 33426 and the name of the initial registered agent of the corporation at that address is Jeffrey Hillier.

Article VII
Initial Board of Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Jeffrey Hillier
1901 South Congress Avenue
Suite 270
Boynton Beach, FL 33426

Eric Tomlinson
1901 South Congress Avenue
Suite 270
Boynton Beach, FL 33426

Article VIII
Incorporator

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

Andrew Levy
2255 Glades Road, Suite 340W
Boca Raton, FL 33431

Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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Article X
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI
Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Article XII
Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Article XIII
Bylaws

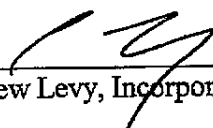
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

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Article XIV
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of August, 1999.

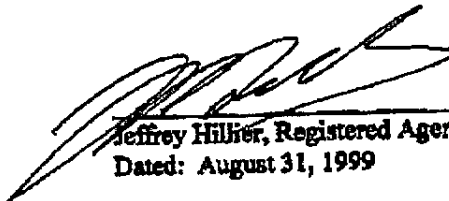


Andrew Levy, Incorporator

Andrew Levy, Esq.
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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 THESE ARTICLES OF INCORPORATION, 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.


Jeffrey Hillier, Registered Agent
Dated: August 31, 1999

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