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FILED
99 SEP 23 PM 6:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sept. 11, 1999

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

Florida Department of State
Division of Corporations/New Filings
409 E. Gaines Street
Tallahassee, FL 32399

RE: ScoreFirst, Inc.

Dear Sir/Madam:

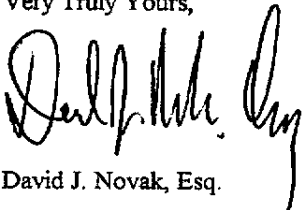
Enclosed please find one original and a copy of Articles of Incorporation for the above referenced corporation, in addition to the applicable filing fee of \$78.75.

Please file the original and return a certified stamped copy to me at :

1515 N. Federal Hwy.
Suite 300
Boca Raton, FL 33432

Should you have additional questions please contact me.

Very Truly Yours,



David J. Novak, Esq.

enclosure

SEP 24 1999

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ScoreFirst, Inc.

ARTICLE I NAME

The name of this corporation is ScoreFirst, Inc.

ARTICLE II PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, 1515 N. Federal Hwy. Suite 300, Boca Raton FL 33432, and the name of the initial registered agent of this corporation is David J. Novak, Esquire.

ARTICLE VI
INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 1515 N. Federal Hwy. Suite 300, Boca Raton, FL 33432. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors 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 names and addresses of the initial directors of this corporation are:

David J. Novak, Esq.	1515 N. Federal Hwy. Suite 300, Boca Raton, FL 33432
Hank Lehvonen	1515 N. Federal Hwy. Suite 300, Boca Raton, FL 33432
Clive Cholerton	1515 N. Federal Hwy. Suite 300, Boca Raton, FL 33432


ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is: David J. Novak, Esquire, 1515 N. Federal Hwy. Suite 300, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 21st day of September, 1999.

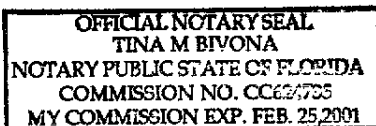

Subscriber and Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **David J. Novak, Esq.** known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

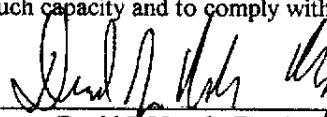

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 and 607.0505 Florida Statutes.

By: 
David J. Novak, Esquire
Registered Agent

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TALLAHASSEE, FLORIDA