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FLORIDA PROFIT CORPORATION OR P.A.

Inter Enterprise Information Exchange, Inc.

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ARTICLES OF INCORPORATION
OF

INTER ENTERPRISE INFORMATION EXCHANGE, INC.

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Inter Enterprise Information Exchange, Inc.

2. Principal Office. The principal office of the Corporation is:

6743 Ashley Court
Sarasota, Florida 34241

3. Mailing Address. The mailing address of the Corporation is:

6743 Ashley Court
Sarasota, Florida 34241

4. Authorized Shares.

(a) Class A Common Stock.

(1) The Corporation is authorized to issue 20,000,000 shares of Class A common stock having a par value of \$.01 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

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(2) Each outstanding share of Class A common stock is entitled to one vote on each matter voted at a stockholders' meeting.

(3) Upon liquidation of the Corporation each holder of shares of Class A common stock shall have the right to a sum equal to a portion of the then fair market value of the Corporation equal to each share's relative portion of the par value of all Class A and Class B shares then outstanding.

(b) Class B Common Stock.

(1) The Corporation is authorized to issue 10,000,000 shares of Class B common stock having a par value of \$.01 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

(2) The holders of shares of Class B common stock shall not be entitled to vote.

(3) Upon liquidation of the Corporation each holder of Class B common stock shall have the right to a sum equal to a portion of the then fair market value of the Corporation equal to each share's relative portion of the par value of all Class A and Class B shares then outstanding.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Clifford M. King
Suite 855
1800 Second Street
Sarasota, Florida 34236

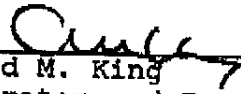
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

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7. Incorporator. The name and address of the incorporator of the Corporation is:

Clifford M. King
Suite 855
1800 Second Street
Sarasota, Florida 34236

Dated this 27th day of September, 1999.



Clifford M. King
Incorporator and Registered Agent

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