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LAW OFFICES OF
STEPHEN A. SCOTT, P.A.
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GAINESVILLE, FL 32602-2218

October 22, 1999

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

EFFECTIVE DATE
10-22-99

500003024745-1
-10/26/99-01011-023
****122.50 ****78.75

RE: INDIEGRUV, INC.


Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation of **INDIEGRUV, INC.**, a new corporation. Also enclosed herewith is this firm's check payable to the order of the "Florida Division of Corporations" in the amount of \$122.50.

The funds transmitted herewith include \$35.00 for the filing fee, \$52.50 for the certified copy and \$35.00 for the registered agent designation.

Please file these Articles of Incorporation at your earliest convenience and send the certified copy and acknowledgment to me when completed. Thank you.

Sincerely,


Stephen A. Scott

SAS/llm

Enclosures

CAFILES\KALLMAN\CORP\SEC-STAT.001

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT 26 AM 11:48

A. Howell OCT 27 1999

EFFECTIVE DATE
10-22-99

FILED

1999 OCT 26 AM 11:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INDIEGRUV, INC.

In compliance with the requirements of Chapter 607, Fla.Stat., the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The name of the corporation is INDIEGRUV, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 728 N.W. 8th Avenue, Gainesville, FL 32601.

ARTICLE III
DURATION

The corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed except that if these Articles are not filed by the Florida Department of State within five (5) business days after they are executed, corporate existence shall commence when they are so filed.

ARTICLE IV
AUTHORIZED SHARES

This Corporation is authorized to issue a maximum of 1,000,000 shares, all of which shall be common shares, identical with each other in every respect. Par value shall be \$0.0001 per share. The holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 728 N.W. 8th Avenue, Gainesville, FL 32601. The Corporation's initial registered agent at that address is STEPHEN A. SCOTT.

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1999 OCT 26 AM 11: 49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator are:

Name

Address

STEPHEN A. SCOTT

728 N.W. 8th Avenue
Gainesville, FL 32601

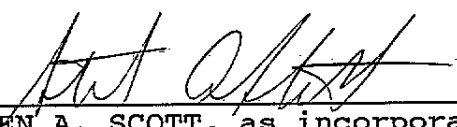
ARTICLE VII
INDEMNIFICATION

The corporation may indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII
BYLAWS

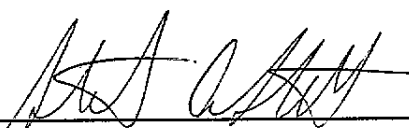
The initial bylaws of the corporation shall be adopted by the directors.

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation this 21st day of October, 1999.


STEPHEN A. SCOTT, as incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for INDIEGRUV, INC. at the place designated in the articles of incorporation, I accept the appointment as registered agent. I am familiar with and accept the obligations of that position and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


STEPHEN A. SCOTT

Date: October 21, 1999