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MORRIS, MANNING & MARTIN

A LIMITED LIABILITY PARTNERSHIP

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MEMBER,
COMMERCIAL LAW AFFILIATES
WITH INDEPENDENT FIRMS
IN PRINCIPAL CITIES WORLDWIDE

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MORRIS, MANNING & MARTIN, LLP
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November 4, 1999

VIA FEDEX

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

An original and one copy of the Articles of Incorporation for BrainBuzz.com Acquisitions, Inc., a wholly owned subsidiary of BrainBuzz.com, Inc., a Florida corporation, are hereby delivered to you for filing, together with the following items required by Chapter 607 F.S.:

1. A check payable to the Department of State in the amount of \$70.00 to cover the filing fee for the Articles of Incorporation;
2. Acceptance of Registered Agent form; and
3. Consent to Use of Entity Name

It is respectfully requested that the Articles of Incorporation be processed and the Certificate of Incorporation, together with one copy of the Articles of Incorporation, be returned to the attention of the undersigned.

Sincerely,

MORRIS, MANNING & MARTIN, L.L.P.

Patricia L. Gordon
Patricia L. Gordon
Paralegal

Enclosures

FILED
NOV -5 AM 7:52
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
800003036678-17
-11/05/99-01072-023
*****70.00 *****70.00

CONSENT TO USE OF ENTITY NAME

BRAINBUZZ.COM, INC.

NOVEMBER 1, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

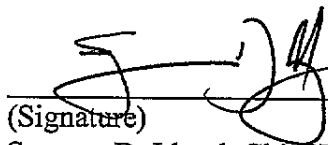
Ladies and Gentlemen:

I, the undersigned, being authorized as an officer of the above named corporation do hereby give consent to your office to issue a Certificate of Incorporation of the following proposed corporation:

BRAINBUZZ.COM ACQUISITIONS, INC.

This is to advise your office that my company has no objection to the above name being granted as the proposed corporation is a wholly owned subsidiary of BrainBuzz.Com, Inc., a Florida corporation.

Sincerely yours,



(Signature)

Spencer D. Lloyd, Chief Financial Officer
BrainBuzz.com, inc.
1111 N. Westshore, Blvd.
Suite 500
Tampa, Florida 33607

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

I.

The name of the Corporation is: BrainBuzz.com Acquisitions, Inc.

II.

The Corporation shall have authority to issue not more than 1,000,000 shares of common stock of \$.01 par value per share. The Corporation shall have the authority to issue not more than 1,000 shares of preferred stock of \$1.00 par value per share. The Board of Directors may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

III.

The initial registered office of the Corporation shall be at 1111 N. Westshore Boulevard, Suite 500, Tampa, Hillsborough County, Florida 33607. The initial registered agent of the Corporation shall be Spencer D. Lloyd.

IV.

The name and address of the incorporator is:

Oby T. Brewer III, Esq.
MORRIS, MANNING & MARTIN, L.L.P.
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326

V.

The mailing address of the initial principal office of the Corporation is: 1111 N. Westshore Boulevard, #500, Tampa, Hillsborough County, Florida 33607.

VI.

The Corporation is organized for the purpose of engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Florida, and the Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto or substituted therefor.

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TALLAHASSEE, FLORIDA

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VII.

No director of the Corporation shall have liability to the Corporation or to its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except that this Article VII shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in §602.0831 of the Florida Business Corporation Act; or (iv) for any transaction from which the director received an improper personal benefit. Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Florida Business Corporation Act is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Florida Business Corporation Act.

VIII.

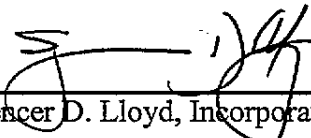
Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All voting shareholders of record who did not participate in taking the action shall be given written notice of the action not more than ten (10) days after the taking of action without a meeting. An action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

IX.

The initial Board of Directors shall consist of two (2) members who shall be as follows:

Dan Doyle
Thomas E. Wallace

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.



Spencer D. Lloyd, Incorporator

ACCEPTANCE OF REGISTERED AGENT

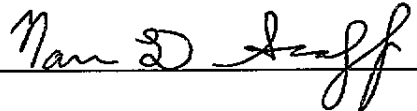
THE UNDERSIGNED, Spencer D. Lloyd, accepts his designation as Registered Agent for BRAINBUZZ.COM ACQUISITIONS, INC. and the obligations imposed on him as Registered Agent pursuant to §607.0505 of the Florida Corporate Business Act.

EXECUTED this 3 day of November, 1999.



Registered Agent

ATTEST:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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