

Law Offices of
Nicholas P. Sardelis, Jr.
Chartered

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November 15, 1999
P99000102731

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Excalibur Technologies, Inc.

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-11/22/99--01024--003
****122.50 *****87.50

Dear Sir/Madam:

Herewith I hand to you the original and a duplicate of the Articles of Incorporation of the above-captioned corporation together with my office account check in the amount of \$122.50 for fees in connection with filing, designation of registered agent, and our file copy of recorded articles of incorporation together with charter number.

Thank you for your attention to this matter.

Sincerely,



Nicholas P. Sardelis, Jr.

NPS:paw

Enclosure: Articles of Incorporation

cc: Sean M. Masi

FILED
99 NOV 19 PM 12:14
TALLAHASSEE, FLORIDA

9/11/99

**ARTICLES OF INCORPORATION
OF
Excalibur Technologies, Inc.**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

Article 1.

Name

The name of the corporation is Excalibur Technologies, Inc., a Florida Corporation.

Article 2.

Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department.

Article 3.

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

Article 4.

Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share.

Article 5.

Pre-Emptive Rights

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article 6.
Initial Registered Office and Agent

The principal office street address and the initial registered office of this corporation is: 2169 Main Street, Sarasota, FL 34237-6023, and the initial registered agent of this corporation at that address is, Sean M. Masi, who by his signature hereon states that he is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Article 7.
Initial Board of Directors

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by laws; however, there shall never be less than one (1) Director nor more than five (5). Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

NAME	ADDRESS
Sean M. Masi	2169 Main Street, Sarasota, FL 34237-6023

Article 8.
Incorporator

The name and address of the Incorporator is as follows:

Sean M. Masi, 2169 Main Street, Sarasota, FL 34237-6023

Article 9.
Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

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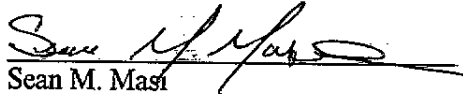
Article 10.
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Article 11.
Commencement of Corporation Existence

In accordance with Section 607.167, Florida Statutes, the date when corporation existence shall commence is the date subscription and acknowledgement of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.


IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 4th day of October, 1999.


Sean M. Masi
Incorporator/Registered Agent
I hereby accept the designation as
registered agent for the corporation.

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Sean M. Masi, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and has produced a Florida Driver License bearing number M200-1793-80-402-0 as proof of identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State of Florida, County of Sarasota, this 4th day of October, 1999.


Geneva I. Cladin, Notary Public