

Kirkpatrick & Lockhart LLP

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EFFECTIVE DATE
01-19-00

January 21, 2000

VIA FEDERAL EXPRESS
Secretary of State of Florida
New Filings
409 East Gaines Street
Tallahassee, Florida 32399

Re: eActive, Inc.

FILED
00 JAN 26 AM 11:47
TALLAHASSEE FLORIDA

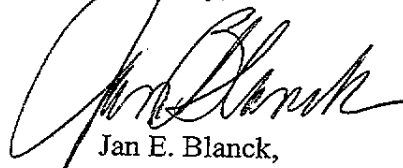
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*****78.75 *****78.75

Ladies and Gentlemen:

Enclosed are Articles of Incorporation, in duplicate, as prepared for the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of filing fees and a certified copy of the Articles. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Troy J. Rillo

cc: Troy J. Rillo, Esq.

S. Thompson FEB 01 2000

MI-94301.01

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EFFECTIVE DATE

01-19-00

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00 JAN 26 11:47
SEAL
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
eACTIVE, INC.

The undersigned, acting as incorporator of eActive, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is eActive, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 14000 Military Trail, Suite 210, Delray Beach, FL 33484.

ARTICLE III

DURATION/COMMENCEMENT DATE

The duration of the Corporation shall be perpetual, commencing on January 19, 2000.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Troy J. Rillo.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

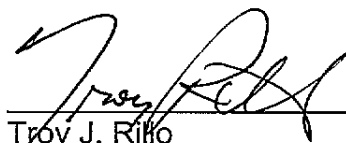
Name

Address

Troy J. Rillo

Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
20th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of January, 2000.



Troy J. Rillo
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

EACTIVE, INC.

Having been named to accept service of process for eActive, Inc., at the place designated in the foregoing Articles of Incorporation, Troy J. Rillo agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: January 19, 2000



Troy J. Rillo

FILED
00 JAN 26 11:11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA