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PO0000063306

June 29, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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*****87.50 *****87.50

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$87.50** for the applicable filing fees and fees to obtain **TWO (2) CERTIFIED COPIES** of the **Articles of Incorporation** for the following entity:

TOUCHPOLL, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call Andy Cotroneo at 222-7717, when the documents are ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR2.183
Weinman/135490-1

MELBOURNE
321-727-8100

ORLANDO
407-843-8880

T. SMITH JUN 29 2000

TALLAHASSEE
850-222-7717

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00 JUN 29 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
TOUCHPOLL, INC.

ARTICLE I - NAME

The name of this corporation is TouchPoll, Inc.

ARTICLE II - ADDRESS

The address of the corporation is 774 Pennsylvania Avenue, Winter Park, FL 32789.

ARTICLE III - DURATION

This corporation shall exist indefinitely.

ARTICLE IV - 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.

ARTICLE V - CAPITAL STOCK

5.1 Common Stock. The aggregate number of shares of common stock which the corporation shall have authority to issue is 5,000,000, with par value of \$0.01 per share.

5.2 Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 1,000,000, with par value of \$0.01 per share, upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of Preferred Stock, 250,000 shares are hereby designated "Series A Convertible Preferred Stock" with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article V. The balance of the shares of authorized Preferred Stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, including a preference with respect to any

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other series of Preferred Stock, and to fix the number of shares and designation of any such series of Preferred Stock.

The rights, preferences, privileges, restrictions and other matters relating to the Series A Convertible Preferred Stock, (the "Series A Stock") are as follows:

(a) Dividends; Antidilution.

(i) Dividends. The holders of the outstanding Series A Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefor, dividends in cash before any dividend of equal or lesser amount is paid on the Common Stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the Common Stock, and shall be payable only when and if declared by the Board of Directors.

(ii) Antidilution. If, whenever shares of Series A Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or shall subdivide its Common Stock into a greater number of shares of Common Stock, or shall combine its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Series A Stock convertible into the same proportionate amount of Common Stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

(b) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation"), the holders of the Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount equal to \$1.00 per share of Series A Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "Preferred Amount"). If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment of such holders of the full Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be divided between the shares on a pro rata basis.

(c) Voting Rights.

(i) Generally. The holders of each share of Series A Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Stock could then be converted and shall have voting

rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(d) Conversion. The holders of Series A Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Right to Convert. Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and nonassessable Common Stock, subject to the proportionate adjustments set forth in Section 5.2(a)(ii).

(ii) Automatic Conversion. Each share of Series A Stock shall automatically be converted into one share of Common Stock, subject to the proportionate adjustments set forth in Section 5.2(a)(ii), immediately upon the closing of the sale of shares of the Corporation's Common Stock in a public offering registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

(e) Redemption of Series A Stock. At any time after five years from the date of purchase, any holder of Series A Stock shall have the right to require the Corporation to repurchase all or any portion of the shares of Series A Stock held by such holder at a purchase price of \$2.00 per share. The holder shall send notice to the Corporation setting forth the date of repurchase by the Corporation. The Corporation shall pay such purchase price to the holder of the Series A Stock repurchased by the Corporation in three equal annual installments, with the first payment due to the holder 30 days from the date of repurchase. Interest shall accrue on any unpaid portion of the purchase price, beginning 30 days from the date of repurchase, at a rate of 10% annually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

744 Pennsylvania Avenue
Winter Park, FL 32789

The name of the initial registered agent of this corporation at that address shall be:
Mike Shurtleff

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

7.1 The sole member of the initial Board of Directors shall be Mike Shurtleff. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one.

7.2 The name and address of the initial director and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Mike Shurtleff	4211 Kingsley Street Clermont, FL 34711	Director, President, Secretary, Treasurer

ARTICLE VIII - INCORPORATOR

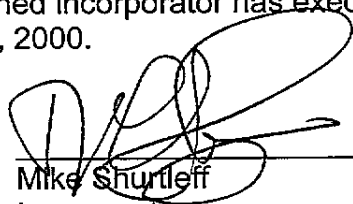
The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Mike Shurtleff	4211 Kingsley Street Clermont, FL 34711

ARTICLE IX - BYLAWS

Bylaws may be adopted, amended or repealed by the shareholders or by the Board of Directors; provided that any bylaw adopted or amended by the shareholders can only be amended or repealed by the shareholders.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of June, 2000.



Mike Shurtleff
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of TOUCHPOLL, INC., I am familiar with the obligations of the position of registered agent and I hereby accept and agree to act in this capacity.


Mike Shuttles
June 28, 2000

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