

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

eTampa Interactive, Inc.

00 SEP 14 10 12 AM '00
TALLAHASSEE, FL
STATE OF FLORIDA
DIVISION OF CORPORATIONS

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ 09/14/00
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 Acknowledgement _____
 W.P. Verifier _____

RECEIVED
00 SEP 14 AM 10:37
DIVISION OF CORPORATIONS
T. SMITH SEP 14 2000

**ARTICLES OF INCORPORATION
OF
eTAMPA INTERACTIVE, INC.**

RECORDED
00 SEP 14 12:59
TAMPA FLORIDA

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

1. Name. The name of the Corporation is eTampa Interactive, Inc.

2. Purpose. The purpose for which this Corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as they may be amended from time to time.

3. Authorized Capital. The Corporation shall have authority to issue 100,000 shares of a single class of Common Stock, no par value, with unlimited voting rights, which shall constitute the sole voting shares of the Corporation.
 - a. Preemptive Rights. Shareholders shall not have the preemptive right to acquire additional unissued or treasury shares of the Corporation or securities convertible into shares or carrying stock purchase warrants or privileges.

 - b. Cumulative Voting. Cumulative voting shall not be permitted in the election of directors or for any other purpose.
Stock.

4. Registered Office. The registered office of the Corporation in the State of Florida is: c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

5. Registered Agent. The name and address of the registered agent of the Corporation is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

6. Board of Directors. The initial board of directors shall consist of five (5) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualifies are:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| William F. Bradley, Jr. | 150 West Market Street, Suite 530 Indianapolis, IN 46204 |
| James Dodd | 2208 West 97th Street Leawood, KS 66206 |

Ray Coutermarsh

2825 Garfield Street
San Mateo, CA 94403

Joseph Nemelka

677 Ease 730 South, Suite 203
American Fork, UT 84003

Kevin C. Childress

10975 Benson Street, Suite 390
Overland Park, KS 66210

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. Incorporator. The name and address of the incorporator is:

D. Elizabeth Wills, Esq.
Rothgerber Johnson & Lyons LLP
1200 Seventeenth Street, Suite 3000
Denver, Colorado 80202

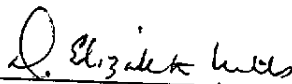
All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Florida Department of State.

8. Indemnification of Officers, Directors, Employees and Agents. The Corporation shall indemnify, to the maximum extent permitted by law, any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability. To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation of its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effects with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 12th day of September 2000 by the incorporator.

Signed: _____



D. Elizabeth Wills
Incorporator
(303) 623-9000 (telephone)
(303) 623-9222 (facsimile)

Acceptance of Appointment By Registered Agent

C T Corporation System is familiar with and accepts the obligations of registered agent provided for in Section 607.0505 of the Florida Business Corporation Act.

Dated this 14th day of September 2000.

CT Corporation System

Signed By: *Cornie Bryan*

 Cornie Bryan, Special Asst. Secy.
[Print Name Here]

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00 SEP 14 10 12:59
REGISTRATION UNIT
MILWAUKEE, WI 53204