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**Kutchins & Bishop, P.A.**  
Attorneys & Counselors at Law

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October 6, 2000

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-10/12/00-01051--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: Filing Articles of Incorporation for BRAINSTORM INTERACTIVE, INC.

Dear Secretary:

Enclosed are the Articles of Incorporation for a corporation to be incorporated as BRAINSTORM INTERACTIVE, INC. Enclosed is our check in the amount of \$78.75 representing the following:

Filing Fees	\$35.00
Designation of Registered Agent	35.00
Certificated Copy of Articles	<u>8.75</u>
	\$78.75

FILED  
00 NOV -7 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If you have any questions, please feel free to contact me at (813) 855-4663.

Very truly yours,



Bryan A. Kutchins, Esquire  
KUTCHINS & BISHOP, P.A.

BAK/jrl  
Enclosures

25488  
11-7  
KAC



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 18, 2000

BRYAN A. KUTCHINS, ESQ.  
P. O. BOX 1063  
OLDSMAR, FL 34677

SUBJECT: BRAINSTORM INTERACTIVE, INC.  
Ref. Number: W00000025100

We have received your document for BRAINSTORM INTERACTIVE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham  
Document Specialist

Letter Number: 200A00054536

**SWORN AFFIDAVIT**

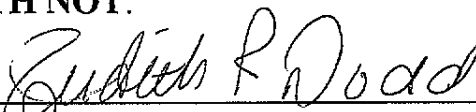
STATE OF FLORIDA  
COUNTY OF PINELLAS

FILED  
00 NOV -7 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BEFORE ME THIS DAY** personally appeared JUDITH R. DODD, as former President of Brainstorm Interactive, Inc. containing document number P97000065605, who is known to me to be the person described in and who executed this Affidavit as her free act and deed, for the purposes herein described, who being duly cautioned and duly sworn, deposes and says:

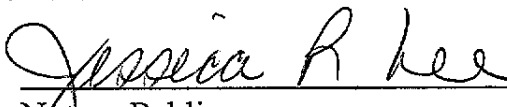
1. That there is no intention of reinstating the dissolved corporation known as Brainstorm Interactive, Inc. and containing document number P97000065605.
2. That I am giving up all rights to the entity containing document number P97000065605, known as Brainstorm Interactive, Inc.

**FURTHER AFFIANT SAYETH NOT.**

  
\_\_\_\_\_  
Judith R. Dodd

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of November, 2000, by JUDITH R. DODD, who is personally known to me, or who has produced \_\_\_\_\_ for identification.

  
\_\_\_\_\_  
Notary Public

My commission expires:



Jessica R Lee  
My Commission CC744991  
Expires May 25, 2002

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be Brainstorm Interactive, Inc.

**ARTICLE II - ADDRESS**

The principal address of the corporation shall be 200 Congress Street, Oldsmar, Florida, 34677. The mailing address of the corporation shall be the same.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSES**

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of voting common stock, each having the

par value of \$1.00.

**ARTICLE VI - NAME AND ADDRESS OF  
INITIAL REGISTERED AGENT**

The name and address of its initial Registered Agent is Bryan A. Kutchins, 3974 Tampa Road, Oldsmar, Florida, 34677.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two members:

Judith R. Dodd	200 Congress Street Oldsmar, FL 34677
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Joliette Rae Dodd	200 Congress Street Oldsmar, FL 34677
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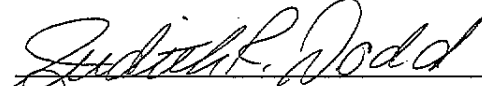
**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Judith R. Dodd, 200 Congress Street, Oldsmar, Florida, 34677.

**ARTICLE IX - DATE OF COMMENCEMENT**

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of October, 2000.

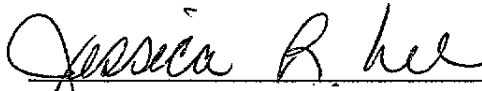
  
\_\_\_\_\_  
Judith R. Dodd, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared and personally known to me, JUDITH R. DODD, who acknowledged to me that she executed these Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6 day of October, 2000.



Notary Public  
State of Florida at Large

My Commission Expires:



Jessica R Lee  
My Commission CC744991  
Expires May 25, 2002

**DEPARTMENT OF STATE**

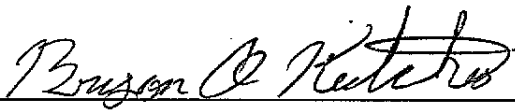
Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

BRAINSTORM INTERACTIVE, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 200 Congress Street, Oldsmar, County of Pinellas, State of Florida, 34677, and names Bryan A. Kutchins, 3974 Tampa Road, Oldsmar, County of Pinellas, State of Florida, 34677, as its agent to accept service of process with the State.

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
Bryan A. Kutchins, Registered Agent

Filing Fee: \$78.75

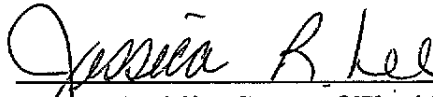
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00 NOV -7 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FL 32307

**AFFIDAVIT:**

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared BRYAN A. KUTCHINS, who is personally known to me, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 6 day of October, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:

