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ST. PETERSBURG, FL 33707

January 18, 2001

Secretary of State  
Division of Corporations  
Post Office Box 6237  
Tallahassee, Florida 32314

700003568087--8  
-01/23/01--01085--020  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: Giant Octopus Interactive, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Please file the enclosed Articles and return a certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the filing fee and certified copy fee.

I have also enclosed a self-addressed, stamped envelope for your convenience in return.

Yours truly,



Kevin J. Maller, Esquire  
KJM/dm

Enclosure

cc: Giant Octopus Interactive, Inc.

FILED  
01 JAN 23 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-24-01  
WC

FILED  
01 JAN 23 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GIANT OCTOPUS INTERACTIVE, INC**

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be GIANT OCTOPUS INTERACTIVE, INC.

**ARTICLE II**

**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITOL STOCK**

The total number of shares of stock which the corporation shall have to issue is 5,000 shares, which shall be divided into 5,000 shares of common stock with par value of \$.10 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

The corporation shall have perpetual existence, unless dissolved in a manner provided by law.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF CORPORATION**

The address of the initial registered office of this corporation is 2708 Alternate 19 North, #506, Palm Harbor, Florida 34683, and the name of the initial registered agent of this corporation at that address is Ruth Dial. The principal office address of the corporation shall be 2708 Alternate 19 North, #506, Palm Harbor, Florida 34683.

## **ARTICLE VI**

### **DIRECTORS**

The names and post offices of the original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor are elected and have qualified, are as follows:

Ruth Dial, President  
2708 Alternate 19 North, #506  
Palm Harbor, Florida 34683

Rey Rodriquez, Vice President  
2708 Alternate 19 North, #506  
Palm Harbor, Florida 34683

Linda Ann Martin, Vice President  
2708 Alternate 19 North, #506  
Palm Harbor, Florida 34683

Michael D. Cosmo, Secretary Treasure  
2708 Alternate 19 North, #506  
Palm Harbor, Florida 34683

The corporation shall have four (4) Directors initially. The number of Directors may be

either increased or diminished from time to time by the Bylaws, but shall never be less than One nor more than Seven.

## **ARTICLE VII**

### **ORIGINAL SUBSCRIBERS AND INCORPORATORS**

The name and address of the original subscribers and incorporators are:

Ruth Dial, President  
2708 Alternate 19 North, #506  
Palm Harbor, Florida 34683

Rey Rodriquez, Vice President  
2708 Alternate 19 North, #506  
Palm Harbor, Florida 34683

Linda Ann Martin, Vice President  
2708 Alternate 19 North, #506  
Palm Harbor, Florida 34683

Michael D. Cosmo, Secretary Treasure  
2708 Alternate 19 North, #506  
Palm Harbor, Florida 34683

## **ARTICLE VII**

### **REGISTERED AGENT**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That GIANT OCTOPUS INTERACTIVE, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of Palm Harbor, County of Pinellas, State of Florida, has

named Ruth Dial, 2708 Alternate 19 North, #506, Palm Harbor, Florida 34683, as its registered agent to accept service of process within this state.

## ARTICLE IX

### MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

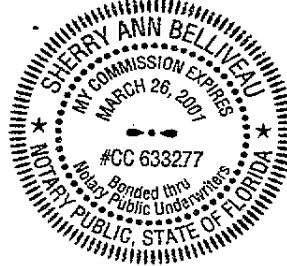
IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set his hand and seal this 19th day of JANUARY, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Sherry A. Belliveau  
Witness

Mindy Platts  
Witness

STATE OF FLORIDA  
COUNTY OF PINELLAS

Ruth Dial  
RUTH DIAL



The foregoing instrument was acknowledged before me this 19th day of JANUARY, 2001, by Ruth Dial, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 19th day of JANUARY, 2001.

My Commission Expires: 3/26/2001

Sherry A. Belliveau  
Notary Public

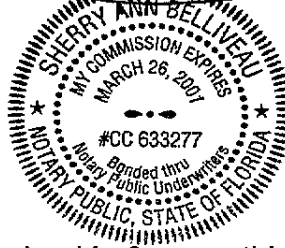
SHERY A. BELLIVEAU  
Printed name of notary

Sherry A. Belliveau  
Witness

Mindy Platts  
Witness

STATE OF FLORIDA  
COUNTY OF PINELLAS

Rey Rodriguez  
REY RODRIGUEZ



The foregoing instrument was acknowledged before me this 19th day of JANUARY, 2001, by Rey Rodriguez, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 19th day of JANUARY, 2001.

My Commission Expires: 3/26/2001

Sherry A. Belliveau  
Notary Public

SHERY A. BELLIVEAU  
Printed name of notary

Sherry A. Belliveau  
Witness

[Signature]  
Witness

STATE OF FLORIDA  
COUNTY OF PINELLAS

Linda Ann Martin  
LINDA ANN MARTIN



The foregoing instrument was acknowledged before me this 19th day of January, 2001, by Linda Ann Martin, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 19th day of January, 2001.

My Commission Expires: 3/26/2001

Sherry A. Belliveau  
Notary Public

SHERRY A. BELLIVEAU  
Printed name of notary

[Signature]  
Witness

[Signature]  
Witness

Michael D. Cosmo  
MICHAEL D. COSMO

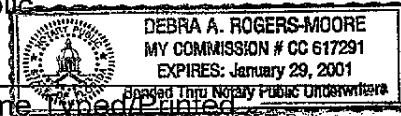
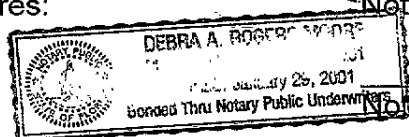
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18 day of January, 2001, by Michael D. Cosmo, who is personally known to me or who has produced RD/C25054/54660 as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 18 day of Jan., 2001.

My Commission Expires:

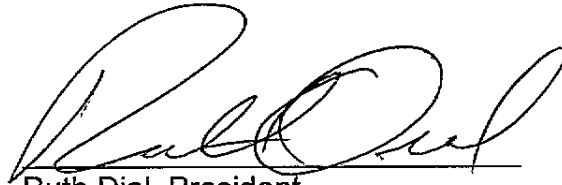
[Signature]  
Notary Public



Notary Name Typed/Printed

**REGISTERED AGENT ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'Ruth Dial', is written over a horizontal line.

Ruth Dial, President  
Registered Agent

FILED  
01 JAN 23 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA