

CT CORPORATION SYSTEM

CORPORATION(S) NAME

**PO1000013205**

Solutions Interactive, Inc.

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| <input type="checkbox"/> Nonprofit                         |   |   |
| <input checked="" 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                          |   |   |

01 FEB -5 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Order#: 35367

Ref#:

Amount: \$

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

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

**ARTICLE 1**

**NAME**

The name of this corporation is Solutions Interactive, Inc.

**ARTICLE 2**

**DURATION**

This corporation is organized under the Florida Business Corporation Act (the "Act") and shall have perpetual existence.

**ARTICLE 3**

**PURPOSE AND POWERS**

The purpose and powers of this corporation are as follows:

3.1 To engage in any lawful business.

3.2 To engage in any and all activities that, in the judgment of the Board of Directors, may at any time be incidental or conducive to the attainment of the foregoing purpose.

3.3 To exercise any and all powers that a corporation formed under the Act, or any amendment thereto or substitute therefor, is entitled at the time to exercise.

**ARTICLE 4**

**CAPITAL STOCK**

4.1 **Authorized Capital.** The corporation shall have authority to issue One Million (1,000,000) shares of stock in the aggregate. There shall be only one class of shares.

4.2 **Issuance of Certificates.** The Board of Directors shall have the authority to issue shares of the capital stock of this corporation and the certificates therefor subject to such transfer restrictions and other limitations as it may deem necessary to promote compliance with applicable federal and state securities laws, and to regulate the transfer thereof in such manner as may be calculated to promote such compliance or to further any other reasonable purpose.

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**4.3 Cumulative Voting.** Shareholders of this corporation shall not have the right to cumulate votes for the election of directors.

**4.4 No Preemptive Rights; Exception.** No shareholder of this corporation shall have, solely by reason of being a shareholder, any preemptive or preferential right or subscription right to any stock of this corporation or to any obligations convertible into stock of this corporation, or to any warrant or option for the purchase thereof, except to the extent provided by written agreement with this corporation.

**4.5 Quorum for Meeting of Shareholders.** A quorum shall exist at any meeting of shareholders if a majority of the votes entitled to be cast is represented in person or by proxy. In the case of any meeting of shareholders that is adjourned more than once because of the failure of a quorum to attend, those who attend the third convening of such meeting, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors, provided that the percentage of shares represented at the third convening of such meeting shall not be less than one-third of the shares entitled to vote.

**4.6 Execution of Consent by Less Than Unanimous Consent of Shareholders.** To the extent permitted by the Act, the taking of action by shareholders without a meeting by less than unanimous written consent of all shareholders entitled to vote on the action shall be permitted. Notice of the taking of such action shall be given to those shareholders entitled to vote on the action who have not consented in writing (and, if the Act would otherwise require that notice of a meeting of shareholders to consider the action be given to nonvoting shareholders, to all nonvoting shareholders), in writing, describing with reasonable clarity the general nature of the action, and accompanied by the same material that, under the Act, would have been required to be sent to nonconsenting (or nonvoting) shareholders in a notice of meeting at which the action would have been submitted for shareholder action. Such notice shall be either (i) by deposit in the U.S. mail before the action becomes effective, with first-class postage thereon prepaid, correctly addressed to each shareholder entitled thereto at the shareholder's address as it appears on the current record of shareholders of the Corporation; or (ii) by personal delivery, courier service, wire or wireless equipment, telegraphic or other facsimile transmission, or any other electronic means which transmits a facsimile of such communication correctly addressed to each shareholder entitled thereto at the shareholder's physical address, electronic mail address, or facsimile number, as it appears on the current record of shareholders of the Corporation. Notice under clause (i) shall be given at least seventy-two (72) hours, and notice under clause (ii) shall be given at least twenty-four (24) hours before the action becomes effective.

**4.7 Contracts with Interested Shareholders.** Subject to any limitations in the Act:

(a) The corporation may enter into contracts and otherwise transact business as vendor, purchaser, lender, borrower, or otherwise with its shareholders and

with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise.

(b) Any such contract or transaction shall not be affected or invalidated or give rise to liability by reason of the shareholder's having an interest in the contract or transaction.

**4.8 Ratification by Shareholder Vote.** Subject to any requirements of the Act, any contract, transaction, or act of the corporation or of any director or officer of the corporation that shall be authorized, approved, or ratified by the affirmative vote of a majority of shares represented at a meeting at which a quorum is present shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

**4.9 Supermajority Matters.** If a quorum exists, action on any proposed amendment to the Articles of Incorporation or any proposed merger or exchange of shares, or any proposed sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation, other than in the usual or regular course of its business, is approved only if more than eighty (80%) of the shares represented at the meeting are cast in favor of such action.

## ARTICLE 5

### DIRECTORS

**5.1 Number of Directors.** Except as may be provided in these articles of incorporation as amended from time to time, the number of directors of the corporation shall be fixed as provided in the Bylaws and may be changed from time to time by amending the Bylaws.

**5.2 Authority of Board of Directors to Amend Bylaws.** Subject to any limitations in the Act, and subject to the power of the shareholders of the corporation to change or repeal the Bylaws, the Board of Directors is expressly authorized to make, amend, or repeal the Bylaws of the corporation unless the shareholders in amending or repealing a particular bylaw provide expressly that the Board of Directors may not amend or repeal that bylaw.

**5.3 Contracts with Interested Directors.** Subject to any limitations in the Act:

(a) The corporation may enter into contracts and otherwise transact business as vendor, purchaser, lender, borrower, or otherwise with its directors and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise.

(b) Any such contract or transaction shall not be affected or invalidated or give rise to liability by reason of the director's having an interest in the contract or transaction.

#### **5.4 Indemnification of Directors, Officers, Employees and Agents.**

(a) The corporation shall indemnify and hold harmless each individual who is or was serving as a director or officer of the corporation or who, while serving as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent allowed by the Act.

(b) The corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the corporation or, who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify the individual against such liability under the Act.

(c) If, after the effective date of this Section 5.4, the Act is amended to authorize further indemnification of directors or officers, then directors and officers of the corporation shall be indemnified to the fullest extent permitted by the Act.

(d) To the extent permitted by law, the rights to indemnification and advance of reasonable expenses conferred in this Section 5.4 shall not be exclusive of any other right which any individual may have or hereafter acquire under any statute, provision of the Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise. The right to indemnification conferred in this Section 5.4 shall be a contract right upon which each director or officer shall be presumed to have relied in determining to serve or to continue to serve as such. Any amendment to or repeal of this Section 5.4 shall not adversely affect any right or protection of a director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

(e) If any provision of this Section 5.4 or any application thereof shall be invalid, unenforceable, or contrary to applicable law, the remainder of this Section 5.4, and the application of such provisions to individuals or circumstances other than those as to which it is held invalid, unenforceable, or contrary to applicable law, shall not be affected thereby.

**5.5 Limitation of Directors' Liability.** To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director. Any amendment to or repeal of this Section 5.5 shall not adversely affect a director of this corporation with respect to any conduct of such director occurring prior to such amendment or repeal.

## ARTICLE 6

### OTHER MATTERS

**6.1 Initial Board of Directors.** The initial Board of Directors of this corporation shall consist of the following person or persons:

<u>Name</u>	<u>Address</u>
Williams S. Taylor, Jr.	5311 W. Laurel Tampa, FL 33602
James A. Pless	5311 W. Laurel Tampa, FL 33602
Lucille Scaglione	5311 W. Laurel Tampa, FL 33602
Don Lantz	580 Naches Avenue S.W., Suite 101 Renton, WA 98055
Robert Galvin	23 Strathmore Road Natick, MA 01760-2442

**6.2 Street Address and Mailing Address.** The principal office of the corporation is located at 5311 W. Laurel, Tampa, FL 33602. The corporation's mailing address is P.O. Box 30719, Tampa, FL 33602.

**6.3 Registered Agent and Office.** The street address of the initial registered agent of the corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324 and the registered agent at that office shall be CT Corporation System.

**6.4 Incorporator.** The incorporator is Pamela A. Grinter who is over the age of eighteen, and whose address is 1001 Fourth Avenue, Suite 4500, Seattle, Washington, 98154. The powers and liabilities of the incorporator shall terminate upon the issuance of shares, the commencement of business, or the holding of the organizational meeting, whichever occurs first.

**6.4 Amendments to Articles of Incorporation.** Except as otherwise provided in these Articles, as amended from time to time, the corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are subject to this reservation. A shareholder of the corporation does not have a vested property right resulting from any provision of these Articles of Incorporation.

**6.5 Correction of Clerical Errors.** The corporation shall have authority to correct clerical errors in any documents filed with the Secretary of State of Florida, including these Articles or any amendments hereto, without the necessity of special shareholder approval of such corrections.

Executed this 31 day of January 2001.

  
\_\_\_\_\_  
Pamela A. Grinter, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I hereby consent to serve as Registered Agent in the State of Florida for Solutions Interactive, Inc. I understand that as agent for the corporation it will be my responsibility to receive service of process in the name of the corporation, to forward all mail to the corporation, and to notify the office of the Secretary of State immediately in the event of my resignation or of any change in the registered office address of the corporation.

Connie Bryan  
(Signature of Agent) Connie Bryan, Special Asst. Secy.  
date 2/5/01

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA