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February 14, 2001

PO100000/9673

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-02/22/01--01040--003
*****78.75 *****78.75

Re: VALEO INTERACTIVE, INC.

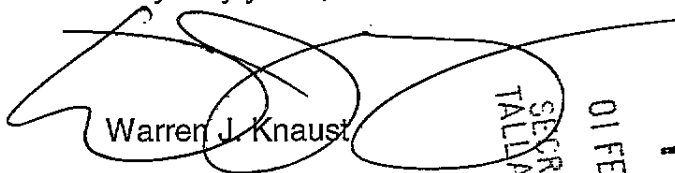
Gentlemen:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with the Designation of Resident Agent, and our check in the amount of \$78.75 for the required filing fees.

After recording, please forward the Charter and confirmation letter to this office.

Thanking you for your kind attention in this matter, I remain

Very truly yours,


Warren J. Knaust

WJK/hc
Enclosures

cc: Client

FILED
01 FEB 22 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **VALEO INTERACTIVE, INC.**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

FOURTH: Authorized Shares.

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 600000 shares of Capital Stock with a par value of \$.01 per share.

INITIAL ISSUE: 300, 000 shares of the Capital Stock with a par value of \$.01 per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS: The holders of outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES: The corporation is not authorized to issue shares in series.

FIFTH: The principal place of business and address of the Corporation is 314 Belle Isle Ave., Belleair Beach, Fl 33786 and address in Florida of the initial registered office of the corporation is: 314 Belle Isle Ave., Belleair Beach, Fl 33786, and the name of the initial registered agent at such address is Jennifer Esno.

SIXTH: The initial board of directors shall consist of not less than one (1) nor more than three (3) members, as set forth in the By-laws, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer Esno	314 Belle Isle Ave. Belleair Beach, Fl 33786

EIGHTH: The name and address of the initial incorporator is Warren J. Knaust, Esq., 2730 Central Avenue, St. Petersburg, Fl 33712.

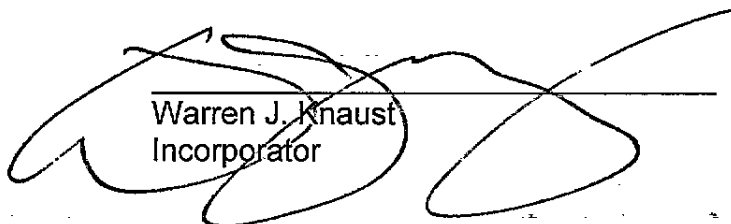
NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder meeting, with not less than a two-thirds vote of common stock.

TENTH: The holders of common stock of this corporation shall have the preemptive

rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ELEVENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at St. Petersburg, Florida on the 4th day of December, 2000.



Warren J. Knaust
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Warren J. Knaust,

to me well known and known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

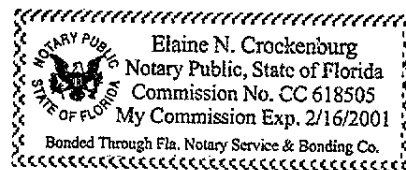
IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at St. Petersburg, in said County and State, this 4th day of December, 2000.

NOTARY PUBLIC

Sign: Etaine N. Crockenburg
Print: _____

State of Florida at Large (Seal)

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

FIRST: VALEO INTERACTIVE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at: 314 Belle Isle Ave., Belleair Beach, Fl 33786, has named JENNIFER ESNO as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at , I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Jennifer Esno
Resident Agent

FILED
01 FEB 22 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA