

**Electronic Articles of Incorporation
For**

**P01000112484
FILED
November 27, 2001
Sec. Of State**

MOTIVE HOLDINGS INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MOTIVE HOLDINGS INC

Article II

The principal place of business address:

200 LAGO CIRCLE
APT 305
WEST MELBOURNE, FL. 32904

The mailing address of the corporation is:

200 LAGO CIRCLE
APT 305
WEST MELBOURNE, FL. 32904

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

500

Article V

The name and Florida street address of the registered agent is:

PETER H MELNIK
200 LAGO CIRCLE
APT 305
WEST MELBOURNE, FL. 32904

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: PETER H MELNIK

Article VI

The name and address of the incorporator is:

PETER H MELNIK
200 LAGO CIRCLE
APT 305
WEST MELBOURNE FL 32904

Incorporator Signature: PETER H MELNIK