

P02000020936

January 31, 2002

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32301

100004864311--7  
-02/04/02--01060--024  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Secretary of State,

Enclosed please find one original and a copy of the Articles of Incorporation of H D Interactive Inc. Enclosed is a check for \$122.50 for the statutory filing fees and also a certified copy to be returned to my office. Your assistance in establishing the corporation to be known as H D Interactive Inc. is greatly appreciated.

Respectfully,

*Sean P. Carey*  
Sean Carey

Encl.

SEAN CAREY  
- 603-A S. OREGON AVE.  
TAMPA, FL 33626

FILED  
2002 FEB 25 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2545  
W02-3832

2/25/02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 8, 2002

SEAN CAREY  
603-A S. OREGON AVENUE  
TAMPA, FL 33606

SUBJECT: H D INTERACTIVE INC.  
Ref. Number: W02000003832

**FILED**  
2002 FEB 25 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for H D INTERACTIVE INC. and your check(s) totaling \$122.50. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 602A00008005

ARTICLES OF INCORPORATION

OF

HD INTERACTIVE OF TAMPA BAY INC.

FILED

2002 FEB 25 PM 1:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is HD INTERACTIVE OF TAMPA BAY INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all-lawful business for which corporations may be incorporated under the Florida Corporation Act. The specific nature of business for which the corporation is organized is software consulting and sales.

ARTICLE FOUR

The aggregate number of shares, which the corporation shall have authority to issue, is 1000 of the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100.00 consisting of money, labor done or property actually received.

FILED

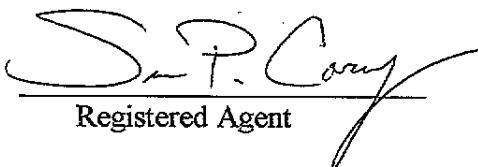
2002 FEB 25 PM 1:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE SIX

The street address of its initial principal office and mailing address is 603A South Oregon Avenue, Tampa, FL 33606. The street address of its initial registered office is 603A South Oregon Avenue, Tampa, FL 33606 and the name of its initial registered agent at such address is Sean Carey.

I hereby am familiar with and accept the duties and responsibilities as registered agent for HD Interactive of Tampa Bay Inc.

  
Registered Agent

#### ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person is to serve as director until the first annual meeting of the shareholders or until his (her) successor or successors may be selected is:

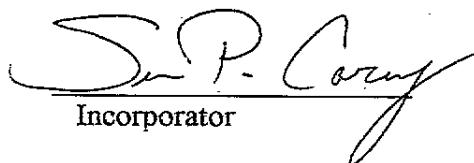
Sean Carey  
603A South Oregon Avenue  
Tampa, FL 33606

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

#### ARTICLE EIGHT

The name and address of each incorporator is:

Sean Carey  
603A South Oregon Avenue  
Tampa, FL 33606

  
Incorporator