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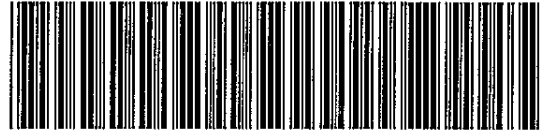
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03 OCT -7 PM 2:13

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**DAVID J. LUKINOVICH**

*(A Professional Law Corporation)*

**James G. Dalferes**

*Board Certified Tax Attorney  
Board Certified Estate Planning  
And Administration Specialist*

**David J. Lukinovich**

*LL.M. in Taxation  
Counselor at Law  
Board Certified Estate Planning  
And Administration Specialist  
Admitted to Practice in Texas*

**Jean K. Niederberger**

*Counselor at Law  
Board Certified Tax Attorney*

**John P. Cerise**

*Counselor at Law  
LL.M. in Taxation*

**Carl J. Servat III**

*Counselor at Law  
LL.M. in Taxation*

October 7, 2003

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: Certificate of Domestication for  
Interactive Resources Technology, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the following documents for the domestication of Interactive Resources Technology, Inc.:

- (1) Certificate of Domestication; and
- (2) Articles of Incorporation.

Please file the original in the records of your office and return a certified copy to me in the enclosed, postage prepaid, self-addressed envelope. I am also enclosing my firm's check in the amount of \$137.50 for the filing fees and the costs of the certified copy.

If you have any questions concerning this request, please call me at the number indicated below.

Very truly yours,

  
John P. Cerise

JPC/sbc  
Enclosures

## TRANSMITTAL LETTER

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

**SUBJECT:** Interactive Resources Technology, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for: \$137.50

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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**FROM:** Michael H. Gardner  
Name (printed or typed)

4629 Rue Bordeaux Ave.  
Address

Lutz, FL 33558  
City, State & Zip

(504) 905-4705  
Daytime Telephone number

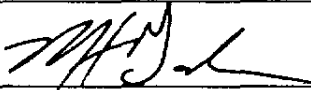
## CERTIFICATE OF DOMESTICATION

The undersigned, Michael H. Gardner, Director,  
(Name) (Title) **FILED**  
of Interactive Resources, Inc., a foreign corporation, **03 OCT -7 PM 2: 14**  
(Corporation Name) **SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**  
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was October 12, 1995.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of Louisiana.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Interactive Resources, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Interactive  
Resources Technology, Inc..
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was State of Louisiana.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Director, of Interactive Resources, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 30th day of September, 2003.



(Authorized Signature)

### Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION  
OF  
INTERACTIVE RESOURCES TECHNOLOGY, INC.**

FILED

03 OCT -7 PM 2: 14

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of domesticating pursuant to the Florida Business Corporation Act, particularly Fla. Stat. § 1801, the foreign corporation by the name of Interactive Resources, Inc., which was incorporated under the laws of the State of Louisiana, signs and acknowledges these Articles of Incorporation, stating as follows:

**1. Name**

The name of this corporation shall be:

**Interactive Resources Technology, Inc.**

**2. Principal Office**

The address of the initial principal office is as follows:

Interactive Resources Technology, Inc.  
4629 Rue Bordeaux Ave.  
Lutz, Florida 33558

**3. Registered Agent**

The initial Registered Agent of the Corporation and the initial registered office of the Corporation are as follows:

Michael H. Gardner, Registered Agent  
Interactive Resources Technology, Inc.  
4629 Rue Bordeaux Ave.  
Lutz, Florida 33558

**4. Purpose**

This Corporation is organized for the purpose of engaging in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

## **5. Duration**

This Corporation shall enjoy perpetual existence.

## **6. Authorized Shares**

The Corporation has authority to issue 100,000 shares of common stock with no par value. The board of directors shall establish the terms and conditions for the issuance of stock and the time for payment of all stock issued.

## **7. Board of Directors**

(A) The business and affairs of this Corporation shall be managed and the corporate powers thereof shall be vested in and exercised by a board of directors of not less than one natural person. The initial board of directors shall consist of one director. The name and address of the initial director of the Corporation are as follows:

Michael H. Gardner  
4629 Rue Bordeaux  
Lutz, Florida 33558

(B) A director absent from a meeting of the board of directors or a committee thereof may be represented by another director or by a shareholder, who may cast the absent director's vote according to the written instructions, general or special, of the absent director.

## **8. Preemptive Rights**


The shareholders shall have preemptive rights in accordance with Florida Statutes § 607.0630.

## **9. Unclaimed Dividends and Shares**


Cash, property and share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares that are not claimed by the shareholders entitled thereto within two years after becoming due, despite reasonable

efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to the shareholders within that time, shall, at the expiration of the period of two years, revert in full ownership to the Corporation and the Corporation's obligation to pay the dividend or redemption price or issue the shares, as the case may be, shall thereupon cease, provided that the board of directors may at any time and for any reason satisfactory to it (but need not) authorize (a) payment of the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the Corporation pursuant to this Article, to the person who would have been entitled thereto had the reversion not occurred.

**IN WITNESS WHEREOF**, the undersigned has signed and acknowledged these Articles of Incorporation on this 5<sup>th</sup> day of September, 2003.

  
\_\_\_\_\_  
Michael H. Gardner, Director and President

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Michael H. Gardner, Registered Agent

Date: September 5, 2003

FILED  
03 OCT -7 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACKNOWLEDGMENT**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

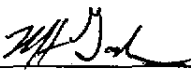
STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, a Notary Public duly commissioned and qualified in and for the aforementioned County and State, personally came and appeared:

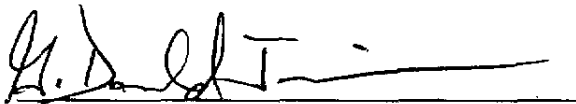
**MICHAEL H. GARDNER,**

known to me to be the person described in and who executed these Articles of Incorporation, who, having been first duly sworn, declared that he executed these Articles of Incorporation voluntarily and for the purposes set forth therein.

  
Michael H. Gardner

SWORN TO AND SUBSCRIBED before me,

Notary Public, this 5<sup>th</sup> day of September, 2003.



Notary Public  
County of Hillsborough  
State of Florida

My Commission expires: 4/1/06

