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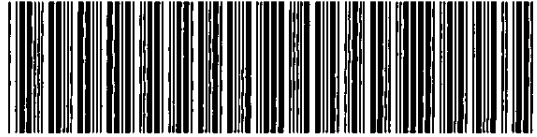
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TALLAHASSEE, FLORIDA

621-29

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January 24, 2008

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Incorporation for MyAvatarPlace, Inc.

Dear Sir/Madam:

Enclosed please the original signed Articles of Incorporation for MyAvatarPlace, Inc., together with a check in the amount of \$70.00, to cover the filing fee. Please file the articles of incorporation and return confirmation of same to the above address.

If you have any questions or need further information, please contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MYAVATARPLACE, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. Name**

The name of this Corporation shall be:  
**MYAVATARPLACE, INC.**

**ARTICLE II. Principal Office**

The principal address of the Corporation shall be 1001 Woodall Drive, Altamonte Springs, FL 32711. The mailing address of the Corporation shall be 931 S.R. 434, Ste. 1201-319, Altamonte Springs, FL 32714

**ARTICLE III. Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV. Capital Stock**

Section 1. Common Stock. The Corporation is authorized to issue one class of common stock, to be designated Common Stock ("**Common Stock**"). The maximum number of shares of Common Stock that this Corporation is authorized to issue and have outstanding at any one time is ten million (10,000,000) shares. The Common Stock shall have a par value of \$0.001 per share. The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE IV.

Section 2. Preferred Stock. The Corporation is authorized to issue one class of preferred stock, to be designated Preferred Stock ("**Preferred Stock**"). The maximum number of shares of Preferred Stock that this Corporation is authorized to issue and have outstanding at any one time is five million (5,000,000) shares. The Preferred Stock shall have a par value of \$0.001 per share. The Preferred Stock may be designated in one or more series and shall have the rights, preferences, privileges and restrictions, in whole or in part, as the Board of Directors may establish, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 3. Dividends. Subject to rights, preferences, privileges and restrictions of the Preferred Stock determined in accordance with Section 2 of this ARTICLE

IV, the holders of all series of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 4. Liquidation. Subject to rights, preferences, privileges and restrictions of the Preferred Stock determined in accordance with Section 2 of this ARTICLE IV, upon the occurrence of a Liquidating Event (as defined below) the holders of the Common Stock shall participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders. "**Liquidating Event**" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 5. Voting. The holders of the Common Stock shall be entitled to vote upon all matters upon which shareholders have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively.

Section 6. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1001 Woodall Drive, Altamonte Springs, FL 32711, and the name of the initial registered agent of this Corporation at that address is Craig D. Wise

## ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be one (1).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The names and street addresses of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor(s) is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Craig D. Wise	1001 Woodall Drive Altamonte Springs, FL 32711

Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

## ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Craig D. Wise	1001 Woodall Drive Altamonte Springs, FL 32711

## ARTICLE IX. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

**ARTICLE X. Amendment to Articles**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE XI. Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

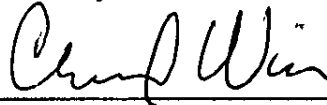
**ARTICLE XII. Shareholders' Agreements**

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

**ARTICLE XIII. Affiliated Transactions**

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 1<sup>st</sup> day of January, 2008.



Craig D. Wise

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of MYAVATARPLACE, INC.



Craig D. Wise

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