

95000050020

Winter Law Firm
PROFESSIONAL ASSOCIATION
SUITE 2210
1301 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207

W. ALAN WINTER
CHRISTOPHER S. JOHNS
GEORGE K. BREW

June 22, 1995

TELEPHONE (904) 399-0121
FAX (904) 399-0197

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-06/26/95--01051--020
***122.50 ***122.50

Re: Incorporation of "Triangle Interactive Development Associates, Inc."

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation which we request you file, together with our check in the amount of \$122.50 (\$35.00 filing fee, \$52.50 certified copy, and \$35.00 registered agent designation).

Once filed, please return a certified copy of the Articles to the undersigned. Thanking you in advance for your prompt consideration of this matter.

Very truly yours,

W. ALAN WINTER, ESQUIRE

WAW/wh
Enclosures: Original Articles of Incorporation
Copy of Articles of Incorporation
Original Registered Agent Designation
Copy of Registered Agent Designation
Check

FILED
55 JUN 26 PM 1:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SDG

ARTICLES OF INCORPORATION

OF

Triangle Interactive Development Associates, Inc.

The undersigned does hereby associate for the purpose of becoming a professional service corporation for profit under the laws of the State of Florida, and does hereby certify that the following articles have been adopted.

ARTICLE I. CORPORATE NAME

The name of this corporation is Triangle Interactive Development Associates, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall have perpetual existence and shall exist commencing on the date of filing these Articles of Incorporation, with the Department of State.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in the practice of manufacturing and marketing interactive video on demand touch screen kiosks for a variety of applications, and to produce interactive videotapes and computer videotape animation simulations.

To provide the above-described services in the State of Florida, and throughout North America.

To purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer, or otherwise dispose of, and to invest in, deal in and with, real and personal property necessary for the rendering of legal services.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To consolidate or merge with, or purchase the assets of another domestic legal corporation rendering the same professional services.

To invest in, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of real property located in the State of Florida and all other states and countries.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is 1,000 shares having a par value of \$1.00 per share. All common stock shall be fully paid and nonassessable. The common stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

(a) The street address of the initial principal office of this corporations is 11020 Mill Pond Court, Jacksonville, Duval County, Florida 32257, and the name of the initial registered agent of this corporation is W. Alan Winter.

(b) The principal office address and mailing address of this corporation is 11020 Mill Pond Court, Jacksonville, Florida 32257.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by majority vote of the directors, but shall never be less than one (1). The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, and By-Laws of this corporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders and until their successors have been elected and qualified, or until his earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Donald Shapray	11020 Mill Pond Court, Jacksonville, Florida, 32257

ARTICLE VIII. INCORPORATORS

The name and address of the Incorporator and a statement of the number of shares of stock which he agrees to subscribe are as follows:

<u>Name</u>	<u>Address</u>	<u>No.</u>	<u>Amount</u>
Donald Shapray	11020 Mill Pond Court Jacksonville, FL 32257	1,000	\$1,000.00

The proceeds from the payment for the shares of stock subscribed for will be at least as much as the amount of the par value thereof.

ARTICLE IX. LIMITATION ON ISSUANCE OF STOCK

No share or shares of the capital stock of this corporation shall be issued to or held by anyone other than an individual who is duly licensed or otherwise legally authorized to practice as an attorney within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the capital stock of this corporation.

ARTICLE X. RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell or transfer any of his shares of stock of this corporation, except to another individual who is eligible to be a stockholder of this corporation.

ARTICLE XI. CONTRACTS

No contract or other transaction between the corporation and any other corporation, association, person, or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more directors or officers of the corporation is or are interested in such contract or transaction as a director or officer of the other corporation or association or transaction of this corporation or in which this corporation is interested and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such director may be counted in order to determine the presence of a quorum.

ARTICLE XII. STOCKHOLDERS' AGREEMENTS

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by the majority of the shareholders, any regulatory or restrictive provision regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders

and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive By-Laws or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares, therein, except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XIII. OFFICERS

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIV. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the shareholders and approved by a shareholders' meeting by a simple majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 14th day of June, 1995, to the Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.


Donald Shapray

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared Donald Shapray, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESSED my hand and official seal this 14th day of June, 1995.



Notary Public State of Florida
My Commission Expires:

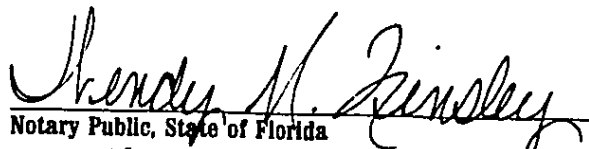


STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME personally appeared Donald Shapray, the President of Triangle Interactive Development Associates, Inc., a corporation under the laws of the State of Florida, to me well known to be the individual and officer described in and who executed the foregoing instrument and acknowledged the execution thereof to be his/her own free act and deed as such officer thereunto duly authorized; and that the official seal of said corporation is duly affixed thereto, and the said conveyance is the act and deed of said corporation.

WITNESS my hand and official seal this 14th day of June, 1995, at Jacksonville, Count and State aforesaid.


Notary Public, State of Florida
at Large.

My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that Triangle Interactive Development Associates, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11020 Mill Pond Court, Jacksonville, Florida, 32257, has named W. Alan Winter, Esquire, located at Suite 2210, 1301 Riverplace Boulevard, Jacksonville, Florida, 32207, as its agent to accept service of process within Florida.

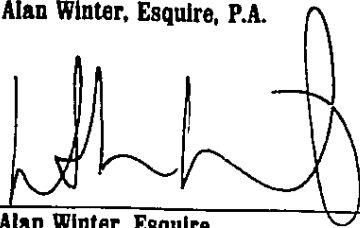
Dated: on the 15th day of June, 1995


Donald Shapray, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

W. Alan Winter, Esquire, P.A.

By 
W. Alan Winter, Esquire
Registered Agent

P95000050020



Triangle Interactive Development Associates

3617 Crown Point Road, Suite 1 - Jacksonville, FL 32257 - (904)268-8566 - fax(904)268-5174

FAX TRANSMITTAL

Date: August 15, 1996

To: Darlene
Florida Dept. of State, Amendment Office

From: Erin Collier
Triangle Interactive

Phone: 904) 487-6050
Fax: 904) 487-6013

Phone: 904)268-8566
Fax: 904)268-5174

Number of pages including cover sheet:
(Please call if all pages are not received)

3

COMMENTS:

Darlene,

Please refer to the following letter regarding the mixup of the wrong FEI #.

Please fax a response when this has been corrected to put in our file.

Thanks and sorry for the inconvenience.

Erin Collier

NO
FEE

DC
8/16/96
CHANGE
FEI
#

8-14-96

SOS:

I apologize for the confusion.
In going through the files I realized
the wrong ~~FEA~~ was used.

The correct # is: 59-3375277

Please correct this in your records
for Triangle Interactive Development
Associates, Inc.

The incorrect # used previously is
for Business Profit Analysts.

Please call 904) 268-5174 (fax/phone)
if you have any questions.

Address for record
Triangle Interactive
Development Assoc., Inc.
3617 Crown Pt. Rd #1
Jacksonville, FL 32257

Sincerely,
Erin Collier