

P960000/3778

February 8, 1996

Department of State  
Division of corporations  
P.O. Box 6327  
Tallahassee, Fla. 32314

Re: Incompass Interactive, Incorporated

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation. If you have any questions feel free to contact me at (352) 463-6984.

Very truly yours,

*Barry T. Walsh*

Barry T. Walsh  
Incompass Interactive, Inc.

700001713087  
-02/13/96--01041--001  
\*\*\*\*122.50 \*\*\*\*122.50

BARRY T. WALSH	
2750 SW 307 A	
TRENTON, FLA	32093

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FILED  
96 FEB 12 AM 10:28  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

of

INCOMPASS INTERACTIVE, INCORPORATED  
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

INCOMPASS INTERACTIVE, INCORPORATED

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Ten Thousand shares ( 10000 ) of Quaxdaxx Dollar(s) (\$ xxxxxxx ) par value Common Stock, which shall be designated "Common Shares."

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	BARRY T. WALSH		
ADDRESS	2750 SW 307A		
CITY	TRENTON	FLORIDA	ZIP 32693

The principal office, if known, or the mailing address of the corporation is:

NAME	INCOMPASS INTERACTIVE, INC.		
ADDRESS	2750 SW 307A		
CITY	TRENTON	FLORIDA	ZIP 32693

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE ( 3 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	BARRY T. WALSH		
ADDRESS	2750 SW 307A		
CITY	TRENTON	STATE FLA	ZIP 32693
NAME	AARON T. HELMLINGER		
ADDRESS	710 SW 77TH TERRACE		
CITY	GAINESVILLE	STATE FLA	ZIP 32607
NAME	FORREST A. DODDINGTON		
ADDRESS	3311 NW 28TH PLACE		
CITY	GAINESVILLE	STATE FLA	ZIP 32605

# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	BARRY T. WALSH		
ADDRESS	2750 SW307a		
CITY	TRENTON	STATE	FLORIDA
		ZIP	32693
NAME	AARON T. HELMLINGER		
ADDRESS	710 SW 77TH TERRACE		
CITY	GAINESVILLE	STATE	FLORIDA
		ZIP	32607
NAME	FORREST A. DODDINGTON		
ADDRESS	3311 NW 28TH PLACE		
CITY	GAINESVILLE	STATE	FLORIDA
		ZIP	32605

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 8th day of February, 1996.

Barry T. Walsh (Seal)  
Aaron T. Helmlinger (Seal)  
Forrest A. Doddington (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

INCOMPASS INTERACTIVE, INCORPORATED

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 2750 SW 307A

TRENTON, FLORIDA 32693

has named BARRY T. WALSH

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Barry T. Walsh  
(registered agent)

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96 FEB 12 AM 10:28  
ALLAHASSEE, FLORIDA

# P96000013778

Incompass Interactive, Inc.  
P.O. Box 925  
Trenton, FL 32693

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-01/03/97--01029--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 JAN -2 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Miss*  
1-10-97

ARTICLES OF DISSOLUTION

FILED  
97 JAN -2 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: INCOMPASS INTERACTIVE,  
INCORPORATED

SECOND: The date dissolution was authorized: DECEMBER 29, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 29th day of DECEMBER, 19 96

Signature

Barry T. Walsh

(By the Chairman or Vice Chairman of the Board, President, or other officer)

BARRY T. WALSH

(Typed or printed name)

PRESIDENT

(Title)