CAPITAL CONNECTION, INC. CONTRACTOR OF THE CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Malling Address Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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11-2529-7 PONDER'S INC., THOMASVILLE, GA.

THANK YOU Your Capital Connection



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 27, 1996

CAPITAL CONNECTION, INC. P O BOX 10349 TALLAHASSEE, FL 32302

SUBJECT: INNERACTIVE, INC. Ref. Number: W96000004340

We have received your document for INNERACTIVE, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6915.

Pamela Hall Document Specialist

Letter Number: 196A00008432

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Articles of Incommittee of Incommittee Inc.

96 FEB 28 AM 10: 46 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME

The name of the corporation is:

innerActive, Inc.

ARTICLE 2: DURATION

The existence of the corporation shall commence with the filing of these articles. The duration of the corporation is perpetual.

ARTICLE 3: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida. The Corporation's specific purpose is the creation of theraputic and educational software

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE 4: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1,000) shares having a par value of one dollar (\$0.01) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

Articles of Incorporation of InnerActive, Inc.

ARTICLE 5: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of the Corporation will be Mark A. Snyder, 4181 South Pine Island Road, Davie, Florida 33328. The initial street address of the principal office of the Corporation will be 4181 South Pine Island Road, Davie, Florida 33328. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE 6: BOARD OF DIRECTORS

The Corporation will have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Mark A. Snyder 4181 South Pine Island Road Davie, Florida 33328

Shelli Snyder 4181 South Pine Island Road Davie, Florida 33328

Carl A. Moss 250 NE 30th Court Pompano Beach, FL 33064

ARTICLE 7: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation Is: Mark A. Snyder, 4181 South Pine Island Road, Davie, Florida 33328.

ARTICLE 8: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of the Articles of InCorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

Articles of Incorporation of InnerActive, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20th day of February, 1996.

Mark A. Snyder — Incorporator/Director

Shelli Snyder — Director

Carl A. Moss - Director

State of Florida County of Broward

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Mark A. Snyder, Shelli Snyder and Carl A. Moss known to me and known to be the person who executed the foregoing Articles of Incorporation.

Notary Public

CLAUDIA N. BRODIE

MY Comm Exp. 4/17/99

Bonded By Service Ins

No. CC453356

Personally Known [] Odm ! 18

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Claudiah Brodie 2/22/96

FILED

CERTIFICATE OF DESIGNATION REGISTERED ADMIT/REGISTERED OFFICE

96 FED 28 AM 10: 46 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organised under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. T	no name of the corporation in innerActive, Inc
2.	the name and etreet address of the registered agant and is: Mark A Snyder
	4181 S. Pine Is. Rd.
	Davie, Fc. 33328

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DELIGATIONS OF MY POSITION AS REGISTERED AGENT.

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