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**THE THINKING BOX, INC.**  
"Interactive Television"

3320 Mary St., # 500, Coconut Grove, FL 33133  
Phone (305) 446-6076 Fax (305) 4467450

February 29, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sir or Madam:

000001729780  
-03/01/96--01089--010  
\*\*\*122.50 \*\*\*122.50

Enclosed please find the Articles of Incorporation for **THE THINKING BOX, INC.**, along with a check in the amount of \$122.50 which represents the \$ 70.00 filing fee and \$ 52.50 fee for a certified copy.

Thank you for your prompt attention to this matter.

Sincerely,

*Michael Alea*  
Michael Alea, M.D.

3-4-96  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION  
OF  
THE THINKING BOX, INC.**

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The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of this Corporation shall be THE THINKING BOX, INC.

**ARTICLE II**

Purpose

This Corporation is organized for the following purposes;

(a) For the buying, selling, manufacturing, leasing, investigating, researching and trading products and services in the computer and communication field, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all other lawful business.

**ARTICLE III**

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1000) Shares of Common Stock, each share to have 0.10 cents Par Value and equally divided 500 to Mr Mac Faden, 8551 West Sunrise Blvd., Suite 303, Plantation, Florida 33322 and 500 to Michael Alea, M.D. 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133.

#### **ARTICLE IV**

##### **Preemptive Rights**

There shall be no preemptive rights.

#### **ARTICLE V**

##### **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VI**

##### **Initial Registered Office and Agent**

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133, and the name of the initial registered agent of this Corporation at that address is Michael Alea, M.D..

#### **ARTICLE VII**

##### **Initial Board of Directors**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the by-laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation is as follows:

Michael Alea, M.D.  
3326 Mary Street, Suite 500  
Coconut Grove, Fl. 33133

#### **ARTICLE VIII**

##### **By-Laws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX**

### **Indemnification**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## **ARTICLE X**

### **Special Provisions**

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be anyway interested.

**ARTICLE XI**

Incorporator

The name and address of the person signing these Articles is as follows:  
Michael Alea, M.D. , 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this 29 day of February, 1996.

Michael Alea M.D.  
MICHAEL ALEA, M.D.  
Incorporator

STATE OF FLORIDA )

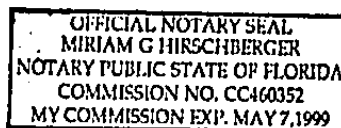
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the  
State and County set forth above, personally appeared Michael Alea, M.D.,  
known to me and who has produced a driver's license as identification and who  
did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal, in the State and county aforesaid this 29 day of  
February, 1996.

By: Miriam G. Hirschberger


Notary Public  
State of Florida at Large  
Commission No:  
My Commission expires:



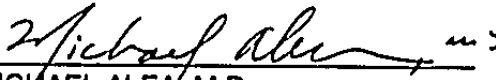
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT THE THINKING BOX, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN COCONUT GROVE, STATE OF  
FLORIDA, HAS NAMED MICHAEL ALEA, M.D., LOCATED AT 3326 MARY  
STREET, SUITE 500, COCONUT GROVE, FL 33133, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
MICHAEL ALEA, M.D.  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE  
TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

  
MICHAEL ALEA, M.D.  
Registered Agent  
Date: 2-29-96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA