

P970000 47677

12853 Maryland Woods Ct.  
Orlando, Fl. 32824

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

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-05/27/97--01099--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam

Re: Company Registration

Enclosed please find Articles of Incorporation in the  
name of Neomedia Interactive Inc. together with a  
check in the amount of \$122.50.

Thank you for your kind attention.

Yours truly

*David P. Dorway*

David Philip Dorway

encl.

FILED  
97 MAY 27 AM 9:15  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

P. 0-100000

MAY 30 1997

**ARTICLES OF INCORPORATION**  
**OF**

**NEOMEDIA INTERACTIVE, INC.**  
(a Corporation for Profit)

The undersigned, acting as incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation shall be **NEOMEDIA INTERACTIVE, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the Corporation is perpetual.

**ARTICLE III - NATURE OF BUSINESS**

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV - CAPITAL STOCK**

**Number.** The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

**Stated Capital.** The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

**Dividends.** The holder(s) of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial office of the Corporation is 12825 Illinois Woods Lane, Orlando, FL 32824 and the name of the initial registered agent is David Phillip Dorway, 12853 Maryland Woods Court, Orlando, Florida 32824, and his signature below connotes acceptance of this designation.

#### **ARTICLE VI - DIRECTORS**

The initial Board of Directors and Officers shall consist of one (1) member, who need not be a resident of the State of Florida or a Shareholder of the Corporation.

The name and address of the person who shall serve until the first annual meeting of shareholders or until their successors have been elected and qualified, is as follows:

<b>NAME</b>	<b>ADDRESS</b>
David Phillip Dorway	12853 Maryland Woods Court, Orlando, FL 32824

#### **ARTICLE VII - INCORPORATORS**

The name and address of the initial incorporator is as follows:

<b>NAME</b>	<b>ADDRESS</b>
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David Phillip Dorway     12853 Maryland Woods Court, Orlando, FL 32824

#### ARTICLE VIII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a fifty one percent (51%) vote of the common stock.

#### ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation.

The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on the 24 day of 5, 1997.

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STATE OF FLORIDA

**COUNTY OF ORANGE**

**BEFORE ME**, the undersigned authority personally appeared, **David Phillip Dorway** who is to me known to be the person described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed to the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, at the aforesaid State and County, this 24 day of 5, 1997.



Anthony Becker  
My Commission CC817129  
Expires March 14, 2001

A handwritten signature of Anthony Becker in black ink, written over a horizontal line.

**NOTARY PUBLIC**

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.**

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

**NEOMEDIA INTERACTIVE, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Illinois Wood Court, Orlando, County of Orange, State of Florida, has named **David Phillip Dorway**, located

at 12853 Maryland Woods Court, Orlando, Florida 32824, as its agent to accept service of process within Florida.

Signature David P Dorway  
(Corporate Officer)

Title President  
Date 5/24/97

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97 MAY 27 AM 9:15  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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 provisions of all statutes relative to the proper and complete performance of my duties.

Signature David P Dorway  
**DAVID PHILLIP DORWAY**

Title President  
Date 5/24/97