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MARLOWE, APPLETON, WEATHERFORD & SALZMAN, P.A.

Attorneys and Counselors at Law
1031 WEST MORSE BOULEVARD
SUITE 105
WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL J. APPLETON
MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
GARY S. SALZMAN

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

SUZANNE BARKETT
Of Counsel

January 26, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
1-23-98

300002414733--9
-01/28/98--01069--013
****122.50 ****122.50

Re: Articles of Incorporation of Spiral-Up Interactive, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Spiral-Up Interactive, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before January 23, 1998.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures

cc: Judy Robinet

EAWPWLETTERS/ART-INCLTR

FILED
98 JAN 28 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER JAN 29 1998

ARTICLES OF INCORPORATION
OF
SPIRAL-UP INTERACTIVE, INC.

FILED
98 JAN 28 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

EFFECTIVE DATE
1-23-98

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be SPIRAL-UP INTERACTIVE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 202 Phillips Place, Orlando, Florida 32806.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 202 Phillips Place, Orlando, Florida 32806. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Judy Robinet. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Judy Robinet

202 Phillips Place
Orlando, Florida 32806

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

Name

Address

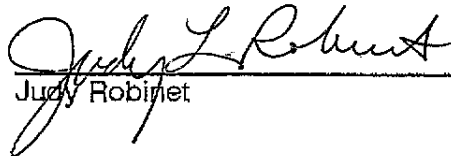
Judy Robinet

202 Phillips Place
Orlando, Florida 32806

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 23rd day of January, 1998.



Judy Robinet

01/23/98

15:09

1 407 740 0310

MARLOWE APPLETON

004/004

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:

Judy L Robinet
Judy Robinet

Date:

Jan 23, 1998

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FILED

98 JAN 28 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA