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May 28, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

100002540611--6  
-05/29/98-01044--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: PROS Multimedia, Inc.  
Gentlemen:

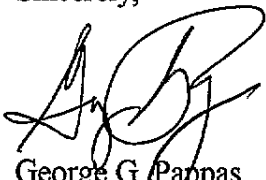
I am enclosing herewith an original copy of Articles of Incorporations for the above-named corporation. In addition, a check in the sum of \$ 122.50 for costs of filing and certified copy of the articles is enclosed which represents the following fees:

Filing fee	\$ 70.00
Certified copy request	<u>52.50</u>
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation.

Your prompt attention to this matter would be appreciated.

Sincerely,

  
George G. Pappas  
Attorney at Law

FILED  
98 MAY 29 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bmc  
6/2/98

## **ARTICLES OF INCORPORATION**

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

### **ARTICLE I**

#### **Name of Corporation**

The name of this corporation shall be: PROS Multimedia, Inc.

### **ARTICLE II**

#### **Nature of Business**

The general nature of the business to be transacted by this corporation is develop, design, market, distribute, and sell interactive computer software to the software merchandisers, directly or indirectly to the general public; as well as any other activities of business permitted under the laws of the United States and the State of Florida.

### **ARTICLE III**

#### **Capital Stock**

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1000 shares of One (\$1.00) Dollar par value all of which shall have the same rights and privileges.

### **ARTICLE IV**

#### **Initial Capital**

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

### **ARTICLE V**

#### **Term of Existence**

This corporation is to exist perpetually.

**FILED**  
98 MAY 29 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI**

### **Principal Place of Business**

The initial street address in this state of the principal office of this corporation is: 611 Druid Rd. Ste. 705, Clearwater, FL 33756. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

## **ARTICLE VII**

### **Directors**

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

1. Gus K. Pantelides, 611 Druid Rd. Ste. 705, Clearwater, FL 33756.
2. Christopher T. Kontos, 40 Beck Boulevard., Penetang, Ontario, Canada L9M1E.
3. John D. Fleck, 1482 Pinebrook Drive, Clearwater, FL 33755.

## **ARTICLE VIII**

### **Incorporator**

The name and address of the person signing these Articles of Incorporation is: Gus K. Pantelides, 611 Druid Rd. Ste. 705, Clearwater, FL 33756.

## **ARTICLE IX**

### **Designation of Registered Agent**

The initial designation of the Registered Office of this corporation shall be 611 Druid Rd. Ste. 705, Clearwater, FL 33756 and the Registered Agent shall be Gus K. Pantelides to accept service of process within this State until changed according to law.

## **ARTICLE X**

### **Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

## ARTICLE XI

### Commencement of Corporate Existence

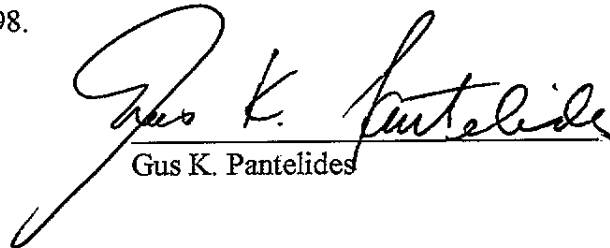
The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

## ARTICLE XII

### Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

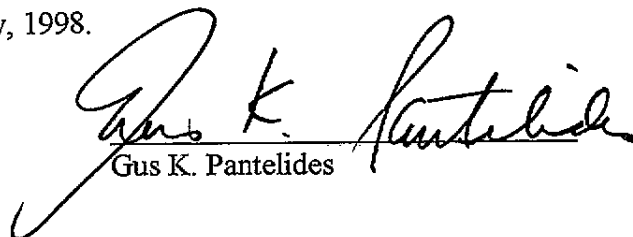
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28<sup>th</sup> day of May, 1998.

  
Gus K. Pantelides

### ACCEPTANCE BY REGISTERED AGENT

Gus K. Pantelides does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 28<sup>th</sup> day of May, 1998.

  
Gus K. Pantelides