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LAW OFFICES

HOEQUIST, HAND & SPARKS

An Association of Attorneys & Professional Associations

Not A Partnership

CHARLES E. HOEQUIST, P.A.

3101 Maguire Blvd., Suite 101
Orlando, FL 32803
Phone: 407/896-5440
FAX: 407/896-5443

RONALD M. HAND, P.A.
JEFFREY C. SPARKS, P.A.
919 W. Emmett Street
Kissimmee, FL 32741
Phone: 407/846-6133
FAX: 407/846-3664

January 18, 1999

Department Of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

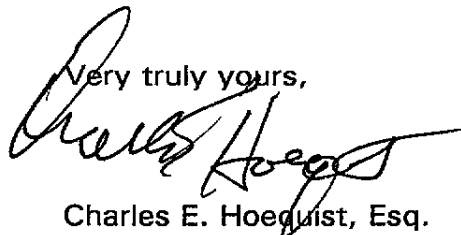
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*****78.75 *****78.75

Re: Interactive Electric Co.

Dear Clerk:

Enclosed please find the following Articles Of Incorporation for filing. Also enclosed is our check in the amount of \$78.75 for the filing fee and a certified copy. Please return the certified copy in the self-addressed stamped envelope. Any questions, please call our office.

Very truly yours,



Charles E. Hoequist, Esq.

CEH:pab

GAVE
AUTHORIZATION BY PHONE TO
CORRECT eff date
DATE 1/26
DOC. EXAM SD

FILED
99 JAN 20 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-1815
SD
1/26



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 25, 1999

CHARLES E. HOEQUIST, ESQ.
3101 MAGUIRE BLVD., STE. 101
ORLANDO, FL 32803

SUBJECT: INTERACTIVE ELECTRIC CO.
Ref. Number: W99000001815

We have received your document for INTERACTIVE ELECTRIC CO. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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 (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 299A00003325

ARTICLES OF INCORPORATION
OF
INTERACTIVE ELECTRIC CO.

FILED
99 JAN 20 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Interactive Electric Co.

ARTICLE II

The existence of the corporation shall begin on the date of filing.

ARTICLE III

The street address of the principal office of the Corporation is 1010 Executive Center Drive, Suite 141, Orlando, Florida 32803.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote and for each share on all matters on which shareholders have the right to vote. The shares shall all be of a par value of One Dollar (\$1.00).

ARTICLE V

The initial street address of the Corporation's registered office is 1010 Executive Center Drive, Suite 141, Orlando, Florida 32803. The initial registered agent for the Corporation at that address is Jerry P. Bass.

ARTICLE VI

The initial board of directors shall consist of Three (3) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Jerry P. Bass	1010 Executive Center Drive, Suite 101, Orlando, Florida 32803
Leah W. Bass	1010 Executive Center Drive, Suite 101, Orlando, Florida 32803
Ruth A. Bass	1010 Executive Center Drive, Suite 101, Orlando, Florida 32803

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99 JAN 20 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Jerry P. Bass	1010 Executive Center Drive, Suite 101, Orlando, Florida 32803
Leah W. Bass	1010 Executive Center Drive, Suite 101, Orlando, Florida 32803
Ruth A. Bass	1010 Executive Center Drive, Suite 101, Orlando, Florida 32803

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

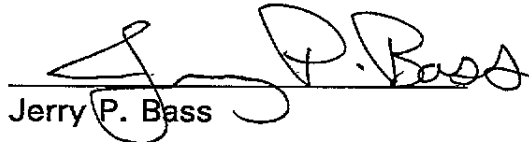
ARTICLE IX

The initial officers of the corporation are:

President Jerry P. Bass
Treasurer Leah W. Bass
Secretary Ruth A. Bass

who shall serve until their successors shall have them elected.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this _____ day of _____, 19 ____.


Jerry P. Bass

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Interactive Electric Co. at the place designated in the Articles Of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date:


Jerry P. Bass