



THE UNITED STATES
CORPORATION
COMPANY

P9900062292

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99 JUL -6 PM 4: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 297879 7531B

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 6, 1999

ORDER TIME : 3:21 PM

ORDER NO. : 297879-005

CUSTOMER NO: 7531B

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

CUSTOMER: Mr. Clinton Crabtree
GENERAL BUSINESS SERVICES INC.
GENERAL BUSINESS SERVICES INC.
P. O. Box 2485

Brandon, FL 33509

DOMESTIC FILING

NAME: ~~INTERUNIVERSE INC~~
ADRENALINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: PH

7/13/99

W99-15574

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 7, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: INTERUNIVERSE INC.
Ref. Number: W99000015574

RESUBMIT

Please give original
submission date as file date.

We have received your document for INTERUNIVERSE INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 499A00035142

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ARTICLES OF INCORPORATION OF

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ADRENALIZE, INC.

I, THE UNDERSIGNED INCORPORATOR, DO HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE WITH THE SECRETARY OF STATE OF THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I NAME

THE NAME OF THIS CORPORATION SHALL BE ADRENALIZE, INC.

ARTICLE II DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, UPON FILING WITH THE SECRETARY OF STATE.

ARTICLE III TYPE OF BUSINESS

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV CAPITAL STOCK

THE TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE CORPORATION IS 7000 SHARES WITH A PAR VALUE OF \$1.00 PER SHARE. ALL OF SAID SHARES SHALL BE COMMON STOCK. SAID STOCK SHALL BE PAID FOR IN CASH, SERVICES OR PROPERTY, AS THE BOARD OF DIRECTORS MAY APPROVE OR PROVIDE FOR. ALL SHARES SHALL BE FULLY PAID AND NON ASSESSABLE.

ARTICLE V CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE BUSINESS WILL BE \$500.00

ARTICLE VI INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED/PRINCIPAL OFFICE OF THIS CORPORATION IS 8620 ALAFIA RIDGE RD RIVERVIEW FL 33569. THE NAME OF THE REGISTERED AGENT AT THAT ADDRESS IS MICHAEL LAWRENCE KOLACSKY

ARTICLE VII DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN ONE NOR MORE THAN FIVE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS.

ARTICLE VIII BOARD OF DIRECTORS

THE NAME AND ADDRESS OF EACH OF THE INITIAL MEMBERS(S) OF THE BOARD OF DIRECTORS ARE AS FOLLOWS:

MICHAEL LAWRENCE KOLACSKY 8620 ALAFIA RIDGE RD RIVERVIEW FL 33569

COREY LEONG 8620 ALAFIA RIDGE RD RIVERVIEW FL 33569

ARTICLE IX INCORPORATORS

THE NAME(S) AND ADDRESS OF EACH OF THE INITIAL SUBSCRIBERS(S) SIGNING THESE ARTICLES IS AS FOLLOWS:

MICHAEL LAWRENCE KOLACSKY 8620 ALAFIA RIDGE RD RIVERVIEW FL 33569

ARTICLE X BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

ARTICLE XI ADOPTION OF BY LAWS

AN ORGANIZATIONAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, AT THE CALL OF THE DIRECTOR(S), FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BYLAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XII AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, IN A MANNER AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XIII TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XIV RESTRICTIONS ON TRANSFER OF STOCK

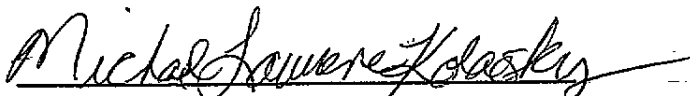
SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

MICHAEL LAWRENCE KOLACSKY.....300

COREY LEONG.....200

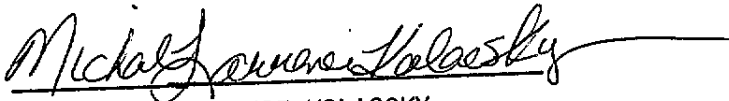
SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS OR CORPORATIONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS OF SUCH OFFER, AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 30th DAY OF JUNE 1999


MICHAEL LAWRENCE KOLACSKY

CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED
PURSUANT TO CHAPTER 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE
OFFICE OF BUSINESS LOCATED AT RIVERVIEW, COUNTY OF HILLSBOROUGH STATE OF FLORIDA,
HAS NAMED MICHAEL LAWRENCE KOLACSKY AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THAT STATE. ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF
SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


MICHAEL LAWRENCE KOLACSKY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA