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August 4, 1999

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

Corporate Records Bureau
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: InterAct Plus, Inc.

Gentlemen:

Enclosed for filing with your office are Articles of Incorporation for InterAct Plus, Inc. Also enclosed is a check in the amount of \$78.75 representing the filing fee of \$35, registered agent fee of \$35 and certified copy fee of \$8.75.

Please return the certified copy of the Articles of Incorporation to the undersigned at your earliest convenience. If you have any questions with respect to this filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,



Catherine J. Scott
Certified Legal Assistant

Enclosures

FILED
99 AUG -9 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN AUG 12 1999

Articles of Incorporation

OF

InterAct Plus, Inc.

FILED
99 AUG -9 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is:

InterAct Plus, Inc.

ARTICLE II - Mailing Address

The mailing address of the corporation shall be:

5858 Midnight Pass Road, Unit 60
Sarasota, Florida 34242

ARTICLE III - Capital Stock

The corporation is authorized to issue twenty-five thousand (25,000) shares of common stock, \$.01 par value.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2940 South Tamiami Trail, Sarasota, Florida 34239 and the name of the initial registered agent of this corporation at that address is William T. Kirtley.

ARTICLE V - Incorporator

The name and address of the person signing these Articles is: William T. Kirtley,
2940 South Tamiami Trail, Sarasota, Florida 34239.

ARTICLE VI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE VII - Indemnification

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

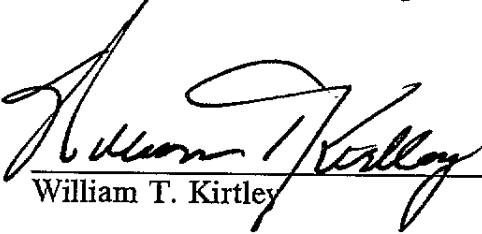
ARTICLE VIII - Affiliated Transactions

The provisions of Chapter 607.0901, Florida Statutes, as amended, shall not apply to this corporation.

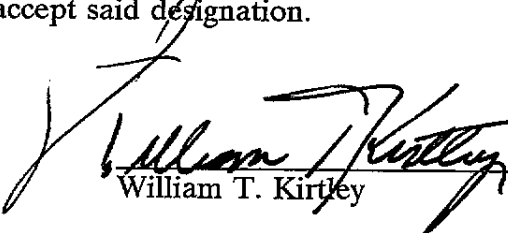
ARTICLE IX - Control-Share Acquisitions

The provisions of Chapter 607.0902, Florida Statutes, as amended, shall not apply to this corporation.

WITNESS my hand and seal at Sarasota, Florida this 4th day of August, 1999.


William T. Kirtley

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.


William T. Kirtley

FILED
AUG - 9 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA