

AUG-31-99 TUE 02:39 PM MILAM OTERO

FAX NO. 9047983730

P.01/06

Division of Corporations

Page 1 of 1

P99000077766

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000021876 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA  
Account Number : 105543000740  
Phone : (904) 798-3700  
Fax Number : (904) 798-3730

FLORIDA PROFIT CORPORATION OR P.A.

boardwalk interactive, inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

FILED  
99 AUG 31 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

N. CULLIGAN AUG 31 1999

H99000021876

ARTICLES OF INCORPORATION  
OF  
BOARDWALK INTERACTIVE, INC.

ARTICLE I

Name and Duration

The name of the Corporation is Boardwalk Interactive, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 6 East Bay Street, Fifth Floor, Jacksonville, Duval County, Florida 32202.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 50 North Laura Street, Suite 2750, Jacksonville, Duval County, Florida 32202. The name of the registered agent at such address is MOTOLAW, Inc.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

Prepared by G. Alan Howard, Esq.  
Milam Otero Larsen Dawson & Traylor, P.A.  
50 North Laura Street, Suite 2750  
Jacksonville, FL 32202  
Phone No. 904/798-3700  
Florida Bar Number 0104760

H99000021876

FILED  
99 AUG 31 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000021876

ARTICLE VCapital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VIIncorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
MOTOLAW, Inc.	50 North Laura Street Suite 2750 Jacksonville, Florida 32202

ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Larry J. Fairman	6 East Bay Street, Fifth Floor Jacksonville, FL 32202
Christine M. Ottenstroer	6 East Bay Street, Fifth Floor Jacksonville, FL 32202

H99000021876

H99000021876

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

H99000021876

H99000021876

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this August 31, 1999.

MOTOLAW, Inc., a Florida corporation

By: W. Hamilton Traylor  
W. Hamilton Traylor, Vice President

H99000021876

H99000021876

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Boardwalk Interactive, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

MOTOLAW, Inc., a Florida corporation

By: 

W. Hamilton Traylor, Vice President

DATED: August 31, 1999.

FILED  
99 AUG 31 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000021876