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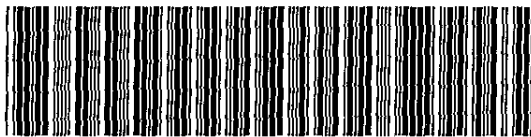
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03 FEB -4 PM 4:25
DIVISION OF REVENUE
STATE OF NEW YORK

T. SMITH FEB 10 2003

VOLTAGE SYSTEMS, INC.
13799 Park Boulevard, #171
Seminole, Florida 33776

February 3, 2003

Florida Department of State
Corporation Division/New Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

Gentlemen:

I am enclosing herewith the original and a copy of the Articles of Incorporation for VOLTAGE SYSTEMS, INC., along with a check in the amount of \$78.75 which should cover the cost of filing the articles and a certificate of incorporation.

I would appreciate your filing the articles and returning a copy to me as soon as possible. If you require anything further, please advise.

Sincerely,

VOLTAGE SYSTEMS, INC.


Fred Streeter

Enclosures

ARTICLES OF INCORPORATION
OF
VOLTAGE SYSTEMS, INC.

ARTICLE I - NAME

The name of this corporation is VOLTAGE SYSTEMS, INC..

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principle place of business of this corporation shall be 13799 Park Boulevard, Suite 171, Seminole, Florida 33776.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13799 Park Boulevard, Suite 171, Seminole, Florida 33776.

The name of the initial registered agent of this Corporation is Fred Streeter.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VII – INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial directors and officers of this corporation shall be as follows:

President and Director:	Fred Streeter
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ARTICLE VIII – RIGHTS OF INITIAL DIRECTORS

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be Shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of the Shareholders and Directors following which the procedures set forth herein of in the By-laws, as may be amended from time to time, shall control.

ARTICLE IX – INCORPORATORS AND SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation and the number of shares taken is as follows:

Fred Streeter 13799 Park Boulevard, # 171 Seminole, Florida 33776	—	1,000 Shares
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ARTICLE X – BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI – RESTRICTIONS ON TRANSFER OF STOCK

Shares of the Corporation may be transferred to the Corporation, to other stockholders in the Corporation or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and shall be subject to all terms and conditions of any shareholders agreement in effect at that time.

ARTICLE XII – CUMULATIVE VOTING

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII – INDEMNIFICATION

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

ARTICLE XIV – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon shareholders is subject to this reservation.

ARTICLE XV – PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of share and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder

to the Corporation within thirty (30) days of receipt of notice from the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this 3rd day of February, 2003.


FRED STREETER
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3 day of February 2003, by FRED STREETER, President and Director of VOLTAGE SYSTEMS, INC. on behalf of the Corporation, who is personally known to me or produced the following as identification: FKDL



Perla G. Martires
MY COMMISSION # CC846687 EXPIRES
June 15, 2003
BONDED THRU TROY PAIN INSURANCE, INC.


Notary Public - Signature

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

Having been named as Registered Agent to accept service of process for VOLTAGE SYSTEMS, INC. at 13799 Park Boulevard, Suite 171, Seminole, Florida 33776, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


FRED STREETER, Registered Agent