

(SAMPLE LETTER OF TRANSMITTAL)

P96000099563

December 6, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/09/96--01048--012
****122.50 ****122.50

Re: Micro Tech USA and Associates, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

James M. Chamberlain
(individual's name)

James M. Chamberlain

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Micro Tech USA and Associates, Inc.
(name of corporation)

[Handwritten signature]
12/10

MAILING ADDRESS OF CORPORATION		
2189 Cleveland St., Ste.208		
Clearwater, FL 34625		
PHONE		
(813)	461-4924	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

Micro Tech USA and Associates, Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Micro Tech USA and Associates, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Micro Tech USA and Associates, Inc.</u>		
ADDRESS	<u>2189 Cleveland Street, Suite 208</u>		
CITY	<u>Clearwater</u>	FLORIDA	ZIP <u>34625</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Herbert D. Lovewell</u>		
ADDRESS	<u>1100 Cleveland Street, Suite 902</u>		
CITY	<u>Clearwater</u>	FLORIDA	ZIP <u>34615</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>James Michael Chamberlain</u>		
ADDRESS	<u>853 Glenfield Drive</u>		
CITY	<u>Palm Harbor</u>	STATE <u>FL</u>	ZIP <u>34684</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	James M. Chamberlain				
ADDRESS	853 Glenfield Drive				
CITY	Palm Harbor	STATE	FL	ZIP	34684
NAME					
ADDRESS					
CITY		STATE		ZIP	
NAME					
ADDRESS					
CITY		STATE		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th day of December, 1996.

James M. Chamberlain (Seal)

(Seal)

(Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Micro Tech USA and Associates, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1100 Cleveland St., Ste. 209

Clearwater, FL 34615

has named Herbert D. Lovewell

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Herbert D. Lovewell

(registered agent)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED