

P00000002225

December 27th, 1999

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN -3 PM 1:21

Subj: Incorporation of WALLACE TECHNOLOGIES, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (407) 773-2020.

Thank you for your assistance in this matter.

Sincerely,



Russell W. Wallace

200003086032--2  
-01/03/00-01100-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

of 1/17/00

EFFECTIVE DATE

01/01/00

ARTICLES OF INCORPORATION

OF

WALLACE TECHNOLOGIES, INC.

FILED  
SECRETARY OF STATE  
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ARTICLE I. NAME

The name of this corporation is

WALLACE TECHNOLOGIES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, effective  
January 1, 2000.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares  
of \$1.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or series  
as that which he already holds, shall have the right to  
purchase his pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 214 Neville Circle NE, Palm Bay, Florida 32907, and the name of the initial registered agent of this corporation at that address is RUSSELL W. WALLACE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

RUSSELL W. WALLACE  
214 Neville Circle NE  
Palm Bay, Florida 32907

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 214 Neville Circle NE, Palm Bay, Florida 32907, and the mailing address of the corporation is 214 Neville Circle NE, Palm Bay, Florida 32907.

ARTICLE IX. INCORPORATOR


The name and address of the person signing these articles are:

RUSSELL W. WALLACE  
214 Neville Circle NE  
Palm Bay, Florida 32907

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 27th day of December, 1999.

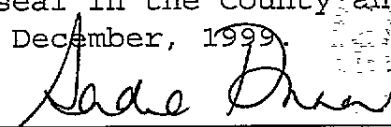
  
RUSSELL W. WALLACE

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RUSSELL W. WALLACE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27th day of December, 1999.

Ryd # W420-739-63-425-0

  
Notary Public

**SANDRA DUNN**  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC667377  
EXPIRES 12/25/2003  
BONDED THRU ASA 1-888-NOTARY1

DESIGNATION  
AS  
REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

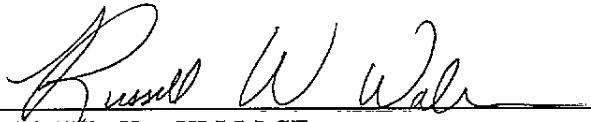
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In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That WALLACE TECHNOLOGIES, INC., desiring to organize under  
the laws of the State of Florida, with its principal office at  
214 Neville Circle NE, Palm Bay, Brevard County, Florida 32907,  
has named RUSSELL W. WALLACE, located at 214 Neville Circle NE,  
Palm Bay, Brevard County, Florida 32907, as its agent to accept  
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above named Corporation, at the place designated in this  
certificate, the undersigned agrees to act in this capacity,  
and agrees to comply with the provisions of Florida law  
relative to keeping the designated office open.

  
RUSSELL W. WALLACE  
Registered Agent