CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 50) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 Art of Inc. File_ LTD Partnership File___ Foreign Corp. File__ L.C. File_ Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstatement_ Cert. Copy_ Photo Copy_ Certificate of Good Standing_ Certificate of Status Certificate of Fictitious Name_ Corp Record Search_ Officer Search_ Fictitious Search_ Fictitious Owner Search Signature Vehicle Search Driving Record UCC 1 or 3 File Requested by: 10149 UCC 11 Search Time Name Date UCC 11 Retrieval

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ARTICLES OF INCORPORATION OF

LAPTOPDOG, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Laptopdog, Inc.

ARTICLE II

The street address of the principal office of the Corporation is 121 E. Hibiscus Boulevard, Melbourne, Florida 32901.

ARTICLE III

The maximum number of voting shares this Corporation is authorized to issue is 50,000,000 Class A Voting Stock, par value \$.000001 per share, all of which shall be Class A Common Shares. All Class A Common Shares shall be identical with each other in every respect and the holders of Class A Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

The maximum number of non-voting shares this Corporation is authorized to issue is 10,000,000 Class B Non-Voting Stock, par value \$.000001 per share, all of which shall be Class B Common Shares. All Class B Common Shares shall be identical with each other and with Class A Common Shares in every respect except that Class B Common Shares will not be entitled to a vote on matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 121 E. Hibiscus Boulevard, Melbourne, Florida 32901. The initial registered agent for the Corporation at that address is Armando E. Rosal.

ARTICLE V

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Name

Address

Armando E. Rosal

121 E. Hibiscus Boulevard Melbourne, Florida 32901

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on January 12, 2000.

Date: 1-12-00

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Laptopdog, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position and agrees to comply with the provision of all statutes relationg to the proper and complete performance of my duties.

Date:____[-12-00

ARMANDO E. ROSAL

SECRETARY OF STATE