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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

200003093102--4
-01/10/00-01078-014
*****78.75 *****78.75

SUBJECT: TALON SYSTEMS INDUSTRIES, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00	X \$78.75	\$122.50	\$131.25
filing fee	filing fee & certificate	filing fee & certified copy	filing fee, certified copy & certificate
		/ **ADDITIONAL COPY REQUIRED**/ /*****FOR THE ABOVE TWO*****/	

FROM:

Name: ANN B. HELMICK

Address: 146 EXETER AVE.

City, State, Zip: LONGWOOD, FL 32750

Day phone #: (407) 493-8276

NOTE: The original and one copy of the articles are provided.

Thank you,


ANN B. HELMICK

2000/10/2000 ✓

ARTICLES OF INCORPORATION
OF
TALON SYSTEMS INDUSTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation is:
TALON SYSTEMS INDUSTRIES, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows:

Fifty million (50,000,000) shares of common stock having no par value. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property or any other form deemed satisfactory by the board of directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than five hundred dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be:

996 WESTWOOD SQUARE, STE 5, OVIEDO, FL 32765

The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

At all times during which this corporation is authorized to have one director, the term "board of directors" as used herein shall mean the one (or more) director of this corporation.

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors as directors and as officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The names and street addresses of the members of the first board of directors are:

ANN B. HELMICK, 146 EXETER AVE, LONGWOOD, FL 32750
GEORGE TYSON, 1003 JACKSON CREEK RD, OVIEDO, FL 32765

ARTICLE X. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

ANN B. HELMICK, 146 EXETER AVE, LONGWOOD, FL 32750

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the office registered for the corporation shall be c/o

ANN B. HELMICK, 146 EXETER AVE, LONGWOOD, FL 32750

The initial registered agent shall be **ANN B. HELMICK**

ARTICLE XII. AMENDMENTS

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 law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal, this 6th day of January, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


ANN B. HELMICK

STATE OF FLORIDA
COUNTY OF SEMINOLE

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgements, personally appeared **ANN B. HELMICK** to me known to be the person described as subscriber in and who executed the foregoing Article of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

Sworn to and subscribed before me this 6th day of January, 2000,
by **ANN B. HELMICK**


(Notary signature)


Notary Public, State of Florida

Produced identification ~ a drivers' license
ID number ~ Florida/ H452-042-57-632-0

SHARON L. UNDERWOOD
Notary Public - State of Florida
My Commission Expires Aug 3, 2001
Commission # CC668866

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.


1. The name of the corporation is:

TALON SYSTEMS INDUSTRIES, INC

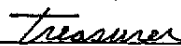
2. The name and address of the registered agent and office is:

ANN B. HELMICK, 146 EXETER AVE, LONGWOOD, FL 32750


Signature


(corporate officer)

Title



Date



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


Registered agent.

DATE

