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**WILLIAM ONEIL**  
Professional Association  
email bill711@home.com

520 Harbor Gate Way  
Longboat Key, FL 34228-3502

February 4, 2000

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

Re: EDMETRICS, INC.

300003126323--6  
-02/07/00--01128--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen,

Enclosed please find Articles of Incorporation on a new Florida corporation, EDMETRICS, INC. by name, along with my check for \$70.00 consisting of \$35.00 for the filing fee and \$35.00 for the registered agents fee, and a stamped, self-addressed envelope to accommodate your reply.

Very Truly Yours,

*WOneil*

William O'Neil  
Atty for EDMETRICS, INC.

**FILED**  
00 FEB -7 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

2-14-00  
4  
2-14-00

ARTICLES OF INCORPORATION  
OF  
EDMETRICS, INC.

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00 FEB -7 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation shall be EDMETRICS, INC.

ARTICLE II

The corporation shall have perpetual existence, and commencement of corporate existence shall be the time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III

The purpose for which the corporation is formed is the transaction of any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have is five hundred thousand (500,000) shares of common stock with ONE CENT (\$.01) par value per share.

ARTICLE V

The street address of the initial principal office, mailing address and registered office of the corporation, and the name of the corporation's initial registered agent at that address is:

Becky ONeil  
520 Harbor Gate Way  
Longboat Key, Fl 34228-3502

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the person who is to serve on the initial Board of Directors is:

Becky ONeil  
520 Harbor Gate Way  
Longboat Key, Fl 34228-3502

ARTICLE VII

The name and address of the corporation's incorporator is:

Becky O'Neil  
520 Harbor Gate Way  
Longboat Key, Fl 34228-3502

IN WITNESS WHEREOF the undersigned incorporator has hereunto affixed her hand and seal this 4<sup>th</sup> day of February, 2000.

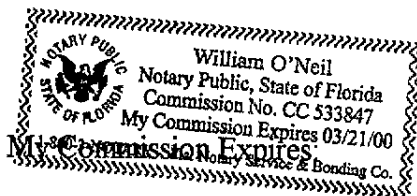
  
Becky O'Neil

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day personally appeared Becky O'Neil to me well known to be the person that executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State above named, this 4<sup>th</sup> day of February, 2000.

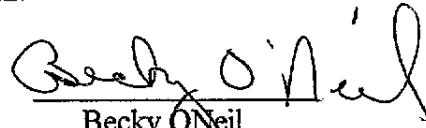


  
Notary Public  
State of Florida at Large

CERTIFICATE OF REGISTERED AGENT

In compliance with Chapter 607.034, Florida Statutes, the undersigned hereby accepts the designation as registered agent for EDMETRICS, INC.

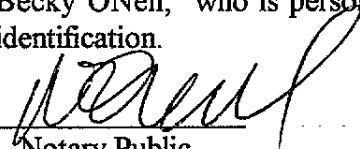
Dated this 4<sup>th</sup> day of February, 2000.

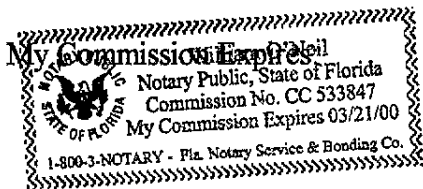
  
Becky O'Neil

STATE OF FLORIDA

COUNTY OF SARASOTA

Sworn to and subscribed before me this 4 day of Feb, 2000, by  
Becky O'Neil, who is personally known to me or who has produced NA as  
identification.

  
\_\_\_\_\_  
Notary Public  
State of Florida



**FILED**  
00 FEB - 7 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA