

TRANSMITTAL LETTER

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

SUBJECT: Group II Technology Corporation

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$35.00 for FILING FEE; \$35.00 REGISTERED AGENT; \$52.50 CERTIFIED COPY

Total enclosed \$122.50

From: Group II Technology Corporation  
10918 Wiles Road  
Coral Springs, Florida 33076

Phone: 954-796-3366

400003223624--8  
-04/25/00--01094--005  
\*\*\*\*122.50 \*\*\*\*78.75

Enclosures:

Original  
One Copy  
Check

QC  
4.27-00

ARTICLES OF INCORPORATION  
OF

Group II Technology Corporation

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

Group II Technology Corporation

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

10918 Wiles Road, Coral Springs, Florida 33076

ARTICLE III - PURPOSE

This Corporataion may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation may engage in or transact in any or all lawful activieies or business permitted under the laws of the Wnited States, the State of Florida or any other state, country, territory or nation,

1000 shares

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL  
OFFICE

The name and street address of the initial Registered Agent Office and the Principal Office of the Corporation shall be:

Joseph E. Carabia  
10918 Wiles Road  
Coral Springs, Florida 33076

FILED  
00 APR 25 AM 9:19  
TALLAHASSEE, FLORIDA

#### ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator (s) of these Articles of incorporation is/are:

Joseph E. Carabia  
3220 West Quayside Drive  
Cooper City, Florida 33026

Roderick D. Heddle  
22167 Serenata Circle  
Boca Raton, Florida 33443

Joseph E. Carabia 4/24/2000  
signature date

Roderick D. Heddle 4/24/2000  
signature date

#### ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders of this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

#### ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE IX - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

#### ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE Articles of Incorporation the 24 day of April 2000.

James E. Carl  
signature

CERTIFICATE OF ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFIED REGISTERED AGENT  
OF  
Group II Technology 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:

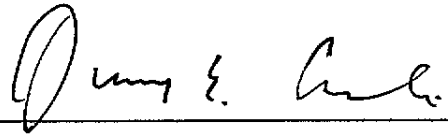
10918 Wiles Road  
Coral Springs, Florida 33076

Has named Joseph E. Carabia

Located at the aforesaid address, as its Registered Agent to accept services 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 Laws in keeping open said office.

  
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FILED  
00 APR 25 AM 9:19  
STATE  
TALLAHASSEE, FLORIDA