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May 10, 2000

Secretary of State
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32399

Attention: Charter Section

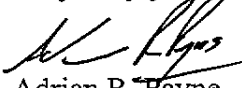
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Gentlemen:

Enclosed please find properly executed Articles of Incorporation together with a copy of said articles for Arc Technologies, Inc. I would appreciate your filing same with the Secretary of State.

I have enclosed a check in the total amount of \$ 78.75 to cover the costs of said filing, incorporation and a certified copy of the Articles of Incorporation.

Very truly yours,


Adrian R. Payne

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00 MAY 12 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Arc Technologies, Inc.**

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract, hereby associates himself to form a corporation under the law of the State of Florida. This Corporation shall have perpetual existence.

ARTICLE I - NAME

The name of this corporation shall be: **Arc Technologies, Inc.**

ARTICLE II - PURPOSE

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having no par value.

ARTICLE IV - BUSINESS COMMENCEMENT

The Corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE V - ADDRESS OF PRINCIPAL OFFICE

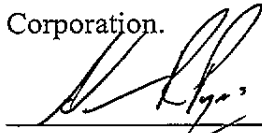
The initial principal address, mailing address and registered office address of this Corporation are the same and as follows: 2536 Montclair Court Weston, FL 33327

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is:

Adrian Payne
2536 Montclair Court
Weston, FL 33327

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



Adrian Payne

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Adrian Payne	2536 Montclair Court Weston, FL 33327

**ARTICLE VIII -
INITIAL BOARD OF DIRECTORS AND OFFICERS**

This Corporation shall have one (1) director and one (1) officer initially. The number of directors and officers may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors and/or officers of this Corporation are:

	<u>NAME</u>	<u>ADDRESS</u>
Director/President	Adrian Payne	2536 Montclair Court Weston, FL 33327
Director/Vice President	Exer Caraballo	1682 NE 177 Street N Miami Beach, FL 33162
Director/Vice President	John Murtagh	5420 Hollywood Blvd. Hollywood, FL 33021

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors.

ARTICLE X - POWERS OF INCORPORATOR

The powers of the incorporator cease upon filing of the Articles of Incorporation.


**ARTICLE XI -
MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS**

All corporate powers shall be exercised by or under the authority of the Board of Directors and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE XII

The shares of the Corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the Corporation may receive the benefits thereunder.

In witness whereof, the undersigned subscriber has executed these Articles of Incorporation of Arc Technologies, Inc. this Wednesday, May 10, 2000.



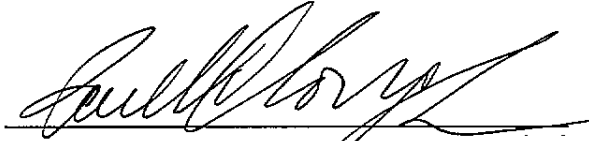
Adrian Payne

STATE OF FLORIDA)

COUNTY OF BROWARD) SS:

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Adrian Payne, who is personally known ~~or who presented valid identification FLDL#~~ _____ and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal of the State and County aforesaid, this Wednesday, May 10, 2000.


Notary Public, State of Florida

