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Account Number : 103731001374  
Phone : (407) 418-2435  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**MINDWAVE TECHNOLOGIES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
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**ARTICLES OF INCORPORATION**  
**OF**  
**MINDWAVE TECHNOLOGIES, INC.**

**ARTICLE I - NAME**

The name of the Corporation is: MINDWAVE TECHNOLOGIES, INC. (the "Corporation").

**ARTICLE II - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is: 4474 Oakview Drive, Sarasota, Florida 34232.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: 1201 Hays Street, Tallahassee, Florida 32301 and the initial registered agent of the corporation at that address is: Corporation Service Company.

**ARTICLE V-STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is: 50,000,000 shares, consisting of (a) 10,000,000 shares of Blank Check Preferred Stock, par value \$.01 per share (the "Blank Check Stock") and (b) 40,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

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**A. Blank Check Stock**

1. General. The Blank Check Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of the Corporation (the "Board") as hereinafter prescribed and without the need for shareholder approval.

2. Preferences. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Blank Check Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Blank Check Stock and, with respect to each class or series of the Blank Check Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (b) the number of shares to constitute the class or series and the designations thereof;
- (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

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- (g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) such other rights or limitations with respect to any class or series as the Board may deem advisable and as provided by applicable law.

The shares of each class or series of the Blank Check Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Blank Check Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Blank Check Stock not designated for any other class or series. The Board may decrease the number of shares of the Blank Check Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Blank Check Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Blank Check Stock.

**B. Common Stock.**

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Blank Check Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

3. Dividends. Subject to the rights of the holders of the Blank Check Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends (payable in cash, stock or otherwise) as the Board may from time to time determine, payable to stockholders

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of record on such date or dates as shall be fixed for such purpose by the Board in accordance with the Florida Business Corporation Act.

4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

#### **ARTICLE VI - SHAREHOLDER MEETINGS**

Notwithstanding any other provision of these Articles of Incorporation, (a) any special meeting of the shareholders called by a shareholder or shareholders must be called by a request submitted in writing to the Secretary of the Corporation by the holder or holders of at least a majority of the outstanding shares of stock entitled to vote, and (b) the shareholders of the Corporation shall not be permitted to take action by means of written consents.

#### **ARTICLE VII - BYLAWS**

The Board is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

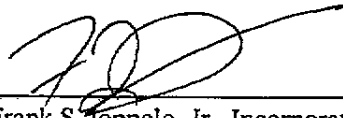
#### **ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 28<sup>th</sup> day of September, 2000.

By: \_\_\_\_\_

  
Frank S. Ioppolo, Jr., Incorporator

111 North Orange Avenue, 20th Floor  
Orlando, Florida 32801

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **MINDWAVE TECHNOLOGIES, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at: 1201 Hays Street, Tallahassee, Florida 32301 has named Corporation Service Company as its agent to accept service within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: September 28, 2000.

Deborah D. Skipper  
Corporation Service Company  
Registered Agent

**Deborah D. Skipper  
as its agent**

ORLANDO, FLORIDA 32801-1100

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