



THE UNITED STATES  
CORPORATION  
COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 951737 5011226

AUTHORIZATION :

*Patricia Pajota*

COST LIMIT : \$ 78.75

ORDER DATE : January 3, 2001

ORDER TIME : 10:23 AM

ORDER NO. : 951737-005

CUSTOMER NO. : 5011226

800003521669-7

CUSTOMER: Ms. Carrie L. Ramos  
Gray Harris & Robinson  
Attorneys At Law  
Suite 1400  
301 East Pine Street  
Orlando, FL 32802-3068

DOMESTIC FILING

NAME: FREY RESEARCH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

*RH 1/3/01*

RECEIVED  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FREY RESEARCH, INC.

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ARTICLE I - NAME

The name of this corporation is Frey Research, Inc.

ARTICLE II - ADDRESS

The address of the corporation is 301 E. Pine Street, Suite 1400, Orlando, Florida 32801.

ARTICLE III - DURATION

This corporation shall exist indefinitely.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Million 1,000,000 shares of \$0.001 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

William A. Grimm

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one.

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Randy Frey	301 E. Pine Street, Suite 1400 Orlando, FL 32801	Director, President, Secretary

#### ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
William A. Grimm	301 E. Pine Street, Suite 1400 Orlando, Florida 32801

#### ARTICLE IX - BYLAWS

Bylaws may be adopted, amended or repealed by the Shareholders or by the Board of Directors; provided that any bylaw adopted or amended by the Shareholders can only be amended or repealed by the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of December, 2000.



William A. Grimm,  
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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TALLAHASSEE, FLORIDA

Having been named as the registered agent in the Articles of Incorporation of FREY RESEARCH, INC., I am familiar with the obligations of the position of registered agent and I hereby accept and agree to act in this capacity.



William A. Grimm

December 29, 2000.