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Sher L. Allan
Attorney at Law
731 Oak Avenue
Panama City, Florida 32401

Telephone (850) 914-2220

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January 3, 2001

Florida Department of State
Attn: New Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/05/01--01071--006
*****78.75 *****78.75

Re: Advantage Technology Manufacturing, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation along with a check in the sum of \$78.75 for your fee. After filing has been completed, please forward the certified copy of the Articles along with the Designation of Registered Agent to me at the letterhead address.

If you have any questions, do not hesitate to contact me.


Sincerely,



Paul Albrecht
Assistant to Sher L. Allan, Esq.

pa

enclosures


AUTHORIZATION BY PHONE TO GAVE
CORRECT Articles
DATE 1-10-01
DOC. EXAM PA

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FILED
01 JAN -5 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 1-10

FILED

ARTICLES OF INCORPORATION
OF
ADVANTAGE TECHNOLOGY MANUFACTURING, INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation is ADVANTAGE TECHNOLOGY MANUFACTURING, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three (3) directors whose name and addresses are as follows:

Fox H. Hodges, 716 Driftwood Drive, Lynn Haven, FL 32444.

Nancy O. Hodges, 716 Driftwood Drive, Lynn Haven, FL 32444.

Mark A. Brooks, 4114 Kirkpatrick Road, Southport, Florida
32409.

ARTICLE XI

The initial registered agent of the corporation is Sher L. Allan.
The street address of the corporation's initial registered office
is 731 Oak Avenue, Panama City, Florida 32401.

ARTICLE XII

The name and address of the incorporators of the corporation are
Fox H. Hodges and Nancy O. Hodges, 716 Driftwood Drive, Lynn Haven,
FL 32444.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated:

Fox H. Hodges
Fox H. Hodges, Incorporator

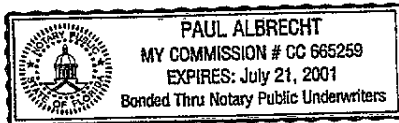
Dated:

Nancy O. Hodges
Nancy O. Hodges, Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 21st day of December, 2000, by Fox H. Hodges and Nancy O. Hodges,

[] Who are personally known to me.
[X] Who produced FL Driver's Licenses as identification.



Paul Albrecht (Signature)
PAUL ALBRECHT (Print Name)

Notary Public

My commission expires: 7/21/2001
Commission #: CC665259

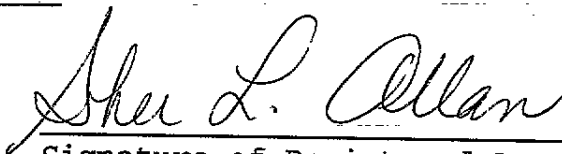
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CONSENT TO SERVE AS REGISTERED AGENT

I, SHER L. ALLAN, ESQ., hereby consent to serve as Registered Agent in the state of FLORIDA, for ADVANTAGE TECHNOLOGY MANUFACTURING, INC.,

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Date: 12/21/00



Signature of Registered Agent
SHER L. ALLAN, Esquire
731 Oak Avenue
Panama City, Florida 32401
Florida Bar # 0847951
(850) 914-2220

FILED
01 JAN -5 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA