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Law Offices
Freedman & Michaels

PROFESSIONAL ASSOCIATION

Michael J. Freedman
Linda M. Michaels

Suite 2525, Park Tower
400 North Tampa Street
Tampa, Florida 33602

Telephone (813) 229-6925
Facsimile (813) 221-8501

E-Mail: freed2525@aol.com

February 16, 2001

FILED
01 FEB 19 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
2-15-01

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-02/19/01--01129--014
*****78.75 *****78.75

Re: Axos Technologies, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the original Articles and return a certified copy to this office.

Please note that under Article IV of the enclosed Articles of Incorporation the existence of the corporation commences on February 15, 2001.

Also enclosed is this firm's check in the amount of \$78.75, representing the filing fee of \$35.00, certified copy fee of \$8.75, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,


LINDA M. MICHAELS

LMM:sms

Enclosures

ARTICLES OF INCORPORATION
OF
AXOS TECHNOLOGIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE
2-15-01

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

AXOS TECHNOLOGIES, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact 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 III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares at no par value.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

TERM OF EXISTENCE

The existence of this corporation shall commence on February 15, 2001, and this corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 4255 W. Humphrey Street, Suite 3822, Tampa, Florida 33614, and the name of the initial registered agent of this corporation at that address is David Malcom Smith.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
David Malcom Smith	4255 W. Humphrey Street Suite 3822 Tampa, Florida 33614

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David Malcom Smith	4255 W. Humphrey Street Suite 3822 Tampa, Florida 33614

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all

the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 15th day of February, 2001.



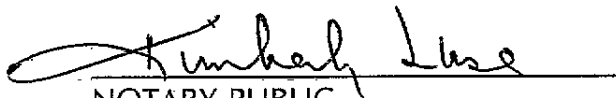
DAVID MALCOM SMITH

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

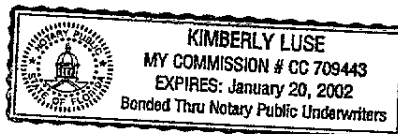
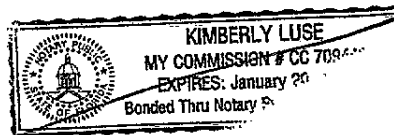
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **DAVID MALCOM SMITH**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 15th day of February, 2001.



NOTARY PUBLIC
My commission expires:

3267AXOSTECHVART-INC.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: AXOS TECHNOLOGIES, INC.
2. The name and address of the registered agent and office is:

David Malcom Smith
(NAME)
4255 W. Humphrey Street, Suite 3822
(P.O. BOX NOT ACCEPTABLE)
Tampa, Florida 33614
(CITY/STATE/ZIP)

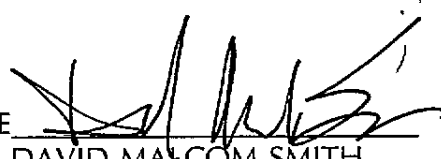
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TALLAHASSEE, FLORIDA

SIGNATURE 
DAVID MALCOM SMITH

TITLE President

DATE 2-15, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DAVID MALCOM SMITH

DATE 2-15, 2001