

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(850) 487-6052

SUBJECT: AndromedaTech, Incorporated

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

~~\$18.75~~
\$7.50

Filing Fee

400003742764--4

-02/20/01--01043--001

****175.00 *****87.50

Certificate of Status & Certified Copy

NOTE: Please provide the original and one copy of the articles.

RECEIVED
01 FEB 20 AM 10: 01
DIVISION OF CORPORATION

APPROVED
AND
FILED
01 FEB 20 AM 10: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T SMITH FEB 19 2001

ARTICLES OF INCORPORATION

Statement of Organization of Andromeda Tech, Incorporated.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 20 AM 10:30

APPROVED
AND
FILED

Articles of Incorporation of the undersigned, AndromedaTech, Incorporated, a majority of who are citizens of the United States, desiring to form a Corporation under the Corporation Law of Florida, in compliance with Statutes of the State of Florida do hereby certify:

ARTICLE I NAME

First: The name of the Corporation shall be AndromedaTech, Incorporated.

ARTICLE II PRINCIPAL OFFICE

Second: The place in this state where the principal office of the Corporation is to be located is 1970 South West 37Th Terrace, Ft Lauderdale FL.33312

ARTICLE III PURPOSE

Third:

In extension and not in limitation of the common law and statutory powers of officers and other powers granted in this Declaration of Corporation, the officers shall have the following discretionary powers:

a) To invest and reinvest the principal and income of the corporation in such property, real, personal, or mixed, and in such manner as they shall deem proper, and from time to time to change investments as they shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business corporation, investment corporation, common corporation fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although all of the corporation funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly; to any officer or to anyone else, corporate or otherwise, who has at any time made a contribution to this corporation, nor to anyone except on the basis of an adequate interest charge and with adequate security.

b) To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise,

and to make such contracts and enter into such undertakings relating to the corporation property, as they consider advisable, whether or not such leases or contracts may extend beyond the duration of the corporation.

c) To borrow money for such periods, at such rates of interest, and upon such terms as the officers consider advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this corporation.

d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.

e) To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depositary, voting officers, or otherwise, and in this connection to delegate authority to such committee, depositary, or officers and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

f) To employ a bank or corporation company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold corporation property without indication of fiduciary capacity but only in the name of a registered nominee, provided the corporation property is at all times identified as such on the books of the corporation; to keep any or all of the corporation property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of the officers.

Any officer under this Declaration of Corporation may, by written instrument, signed and acknowledged, resign his office. The number of officers shall be at all times not less than two, and whenever for any reason the number is reduced to one, there shall be, and at any other time there may be, appointed one or more additional officers. The officer or officers shall make appointments for the time in office by written instruments signed and acknowledged. Any succeeding or additional officer shall, upon his acceptance of the office by written instrument signed and acknowledged, have the same powers, rights and duties, and the same title to the corporation estate jointly with the surviving or remaining officer or officers as if originally appointed.

The one or more officers, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist. An officer may, by appropriate written instrument, delegate all or any part of his powers to another or others of the officers for such periods and subject to such conditions as such delegating officer may determine.

None of the officers shall be required to furnish any bond or surety. None of them shall be responsible or liable for the acts or omissions of any other of the officers or of any predecessor or of a custodian, agent, depositary or counsel selected with reasonable care.

ARTICLE IV INITIAL OFFICERS/DIRECTORS

Fourth: The names and addresses of the persons who are the Officers of the corporation are as follows:

Name; William Furiosi, Address; 1970 South West 37Th Terrace, Ft Lauderdale FL.33312

President (pro-tem)

Name; Address: Secretary (Pro-Tem); Same as president

Article V, Statement of Limitations

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is:

William James Furiosi, 1970 SW 37th Terr, Ft. Lauderdale, FL. 33312
ARTICLE VII: STOCK - CORPORATION STOCK of 1,000 SHARES @ \$1.001 PAR VALUE per share

ARTICLE VIII Governing Law

Tenth: This Declaration of Corporation is to be governed in all respects by the laws of the State of Florida.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

William Furiosi, PO Box 1454, Lanark, Florida 32323

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent William Furiosi

Date, Wednesday, February 07, 2001

Signature/Incorporator, William Furiosi

Date, Wednesday, February 07, 2001

SECRETARY OF STATE
TREASURER
FLORIDA
FEB 20 AM 10:30

APPROVED
AND
FILED