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MAR-27-01 11:59AM FROM: AKERMAN, SENTERFITT OF JACKSONVILLE 904-98-80 107 P.001/005 F-186  
DIVISION OF CORPORATIONS

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**FLORIDA PROFIT CORPORATION OR P.A.**

**SKYLAB TECHNOLOGIES GROUP II, INC.**

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**ARTICLES OF INCORPORATION  
OF**

**Skylab Technologies Group II, Inc.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Skylab Technologies Group II, Inc. The duration of the corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 2700 Interstate Drive, Lakeland, FL 33805.

**ARTICLE III**

**Registered Office and Agent**

The street address of the registered office in the State of Florida is 6030 Bowdendale Avenue, Jacksonville, Duval County, Florida 32216. The name of the registered agent at such address is Joseph T. Antonucci.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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ARTICLE V

Capital Stock

The total number of shares of capital stock, which the Corporation has the authority to issue, is one hundred million (100,000,000) shares of Common Stock ("Common Stock") \$0.0001 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

Joseph T. Antonucci

6030 Bowdendale Avenue  
Jacksonville, FL 32216

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing address of the persons who shall serve as the members of the Board of Directors of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Address

Craig Nelson

2700 Interstate Drive  
Lakeland, FL 33805

Robert W. Singleton

2700 Interstate Drive  
Lakeland, FL 33805

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Marty S. Silverman

2700 Interstate Drive  
Lakeland, FL 33805

Scott Gustafson

6030 Bowdendale Avenue  
Jacksonville, FL 32216

Joseph T. Antonucci

6030 Bowdendale Avenue  
Jacksonville, FL 32216

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Jacksonville, Duval County, Florida this 27<sup>th</sup> day of March,  
2001.

Joseph T. Antonucci  
Joseph T. Antonucci, Incorporator

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**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Skylab Technologies Group II, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Joseph T. Antonucci, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

Dates this 27<sup>th</sup> day of March, 2001

  
Joseph T. Antonucci

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