

P01000078984

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Domestication of Autofill Technologies Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75 ✓

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\*\*\*\*137.50 \*\*\*\*137.50

OPTIONAL:

Certificate of Status	\$ 8.75 ✓
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FROM: Rick M. Reznicek, Esq.  
Name (Printed or typed)

50 North Laura Street Suite 2500  
Address

Jacksonville, Florida 32202  
City, State & Zip

904-798-3700  
Daytime Telephone number

FILED  
01 AUG -6 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-10-01  
WCC

## CERTIFICATE OF DOMESTICATION

The undersigned, Sten Corfitsen, Director  
(Name) (Title)  
of Autofill Technologies Inc., a foreign Corporation  
(Corporation Name)  
in accordance with F.S., 607.1801 does hereby certify:

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TALLAHASSEE, FLORIDA

1. The date on which corporation was first formed was October 19, 2000
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Delaware
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Autofill Technologies Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Autofill Technologies, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Delaware
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Sten Corfitsen, of Autofill Technologies Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 27 day of July, 2001

Sten Corfitsen (Authorized Signature)

### Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION**  
**OF**  
**AUTOFILL TECHNOLOGIES, INC.**

ARTICLE I

Name and Duration

The name of the Corporation is **Autofill Technologies, Inc.** The duration of the Corporation is perpetual. Pursuant to § 607.1801(4), Fla. Stat., which pertains to the domestication of foreign corporations in Florida, after the filing of these Articles with the Florida Secretary of State, this Corporation shall be deemed to have commenced its corporate existence as of October 19, 2000, which is the date such Corporation was first formed in Delaware (prior to its domestication in Florida).

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation is 4337 Pablo Oaks Court, Suite 104, Jacksonville, Florida 32224.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 4337 Pablo Oaks Court, Suite 104, Jacksonville, Florida 32224 in the County of Duval. The name of the registered agent at such address is Sten Corfitsen.

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.

## ARTICLE V

### Capital Shares

1. Authorized Shares. The total number of shares that the Corporation has the authority to issue is Sixty Million (60,000,000) shares, of which Fifty Million (50,000,000) shares shall be Common Shares of the par value of One Mill (\$.001) per share (hereinafter called "Common Shares") and Ten Million (10,000,000) shares shall be Preferred Shares of the par value of One Mill (\$.001) per share (hereinafter called "Preferred Shares").

2. Provisions relating to Preferred Shares. Shares of Preferred Shares may be issued from time to time in series, and the Board of Directors of the Corporation is hereby authorized, subject to the limitations provided by law, to establish and designate one or more series of the Preferred Shares, to fix the number of shares constituting each series, and to fix the designations, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of each series and the variations and the relative rights, preferences and limitations as between series, and to increase and to decrease the number of shares constituting each series. The authority of the Board of Directors of the Corporation with respect to each series shall include, but shall not be limited to, the authority to determine the following:

- (a) The designation of such series.
- (b) The number of shares initially constituting such series.
- (c) The increase, and the decrease to a number not less than the number of the outstanding shares of such series, of the number of shares constituting such series theretofore fixed.
- (d) The rate or rates, and the conditions upon and the times at which dividends on the shares of such series shall be paid, the preference or relation that such dividends shall bear to the dividends payable on any other class or classes or on any other series of stock of the Corporation, and whether or not such dividends shall be cumulative, and, if such dividends shall be cumulative, the date or dates from and after which they shall accumulate.
- (e) Whether or not the shares of such series shall be redeemable, and, if such shares shall be redeemable, the terms and conditions of such redemption, including, but not limited to, the date or dates upon or after which such shares shall be redeemable and the amount per share that shall be payable upon such redemption, which amount may vary under different conditions and at different redemption dates.
- (f) The rights to which the holders of the shares of such series shall be entitled upon the voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the Corporation, which rights may be different in the case of a voluntary liquidation, dissolution or winding up than in the case of such an involuntary event.
- (g) Whether or not the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if such shares shall have such voting rights, the terms and conditions thereof, including, but not limited to, the right of the holders of such shares to

vote as a separate class either alone or with the holders of shares of one or more other series of Preferred Shares and the right to have more than one vote per share.

(h) Whether or not a sinking fund or a purchase fund shall be provided for the redemption or purchase of the shares of such series, and, if such a sinking fund or purchase fund shall be provided, the terms and conditions thereof.

(i) Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or any other series of the same or any other class or classes of shares of the Corporation, and, if provision be made for conversion or exchange, the terms and conditions of conversion or exchange, including, but not limited to, any provision for the adjustment of the conversion or exchange rate or the conversion or exchange price.

(j) Any other relative rights, preferences and limitations.

3. Provisions relating to Common Shares.

(a) Subject to the preferential dividend rights applicable to shares of the Preferred Shares, as determined by the Board of Directors of the Corporation pursuant to the provisions of section 2 of this Article V, the holders of shares of the Common Shares shall be entitled to receive such dividends as may be declared by the Board of Directors of the Corporation.

(b) Subject to the preferential liquidation rights and except as determined by the Board of Directors of the Corporation pursuant to the provisions of section 2 of this Article V, in the event of any voluntary or involuntary liquidation, dissolution or winding up of, or any distribution of the assets of, the Corporation, the holders of shares of the Common Shares shall be entitled to receive all of the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares of the Common Shares held by them.

(c) Except as otherwise determined by the Board of Directors of the Corporation pursuant to the provisions of section 2 of this Article V, the holders of shares of the Common Shares shall be entitled to vote on all matters at all meetings of the stockholders of the Corporation (or consents in lieu of a meeting), and shall be entitled to one vote for each share of the Common Shares entitled to vote at such meeting (or a consent in lieu of a meeting), voting together with the holders of the Preferred Shares who are entitled to vote, and not as a separate class.

## ARTICLE VI

### Incorporator

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

Name

Address

Sten Corfitsen

4337 Pablo Oaks Court, Suite 104  
Jacksonville, FL 32224

## 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 name and mailing address of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Sten Corfitsen	4337 Pablo Oaks Court, Suite 104 Jacksonville, FL 32224
Per-Olef Ezelius	<u>15825 Northstone Dr</u> <u>Huntersville, NC 28078</u>

## 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, this July 27, 2001.

INCORPORATOR:

By: 

Sten Corfitsen

**REGISTERED AGENT CERTIFICATE**

Pursuant to the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That **Autofill Technologies 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 **Sten Corfitsen**, 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.

**ACKNOWLEDGMENT:**

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, Fla. Stat.

REGISTERED AGENT:

By: 

**Sten Corfitsen**

DATED: July 27, 2001

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