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JOHN LAWRENCE

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

August 6, 2001

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*****87.50 *****87.50

Dear Sirs,

SUBJECT: Group Equation, Inc.

Enclosed are the original and one (1) copy of the articles of incorporation of the above company for filing. Please return the copy duly certified together with a Certificate of Status.

Also enclosed is a check for \$87.50 to cover the filing fee, Certified copy and Certificate of Status.

Yours truly,



John Lawrence

FILED
01 AUG -8 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch

AUG 13 2001

**ARTICLES OF INCORPORATION
of
GROUP EQUATION, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Chapter 607 and Chapter 621, F.S. (FLOID)

The undersigned incorporator hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Group Equation, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

5102, South Westshore Boulevard
Tampa Florida 33611

The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in all business permitted by applicable law.

ARTICLE IV - SHARES

The corporation has the authority to issue not more than One Hundred Thousand (100,000) shares of common voting stock of no par value per share.

ARTICLE V - DIRECTORS

The name of the initial director is : Mr. John Lawrence, 5102 South Westshore Boulevard, Tampa, Florida 33611.

ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is : Mr. John Lawrence, 5102 South Westshore Boulevard, Tampa FL 33611.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is : Mr. John Lawrence, 5102 South Westshore Boulevard, Tampa FL 33611.

ARTICLE VII - BYLAWS

The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the Bylaws may be amended, altered or rescinded by a majority

vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII - AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by the officers of the corporation and approved by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose in accordance with the Bylaws of the corporation.


ARTICLE IX - DIRECTORS' LIABILITY

To the fullest extent permitted by the laws of The State of Florida as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director, except for liability (i) for any approbation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE X - APPROVAL BY WRITTEN CONSENT

In the event that any action needs Shareholder approval, it can be authorized by written consent without holding a shareholders meeting.

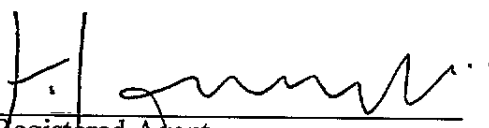
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 6th day of August, 2001.



Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: 8-6-01 

Registered Agent