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TRANSMITTAL LETTER

August 30, 2001

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

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*****78.75 *****78.75

SUBJECT: PHOTOCLEAR, INC.

Enclosed are an original and two (2) copies of the articles of incorporation and a check
for \$78.75 for filing fees and Certified Copy.

FROM: Photoclear, Inc.
George Maguire
2729 Buckingham Avenue
Lakeland, FL 33803
863-413-0234

Sincerely,



George Maguire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PHOTOCLEAR, INC.

The undersigned natural person, competent to contract, acting as incorporator of a corporation organized under the laws of the State of Florida, hereby adopts the following Articles of Incorporation in compliance with the laws of the State of Florida and in compliance with Chapter 607 and/or Chapter 621, F. S.

ARTICLE I - NAME

The name of this corporation is:

PHOTOCLEAR, INC.

ARTICLE II – PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida is:

2729 Buckingham Ave.,

Lakeland, Florida 33803

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

ARTICLE III – PURPOSE

The purpose of this corporation is to engage in any lawful activity permitted by the State of Florida.

This corporation shall have all the powers whatsoever granted to corporations including but not limited to becoming: a surety, a general partner, a joint venturer, a trust

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creator, investor or beneficiary, and a stockholder in any other corporation. This corporation may conduct business within and without the State of Florida.

ARTICLE IV – CAPITAL STOCK – SHARES

The maximum number of shares that this corporation is authorized to issue and have outstanding at any one time is:

FIVE THOUSAND SHARES of non-assessable common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V – INITIAL OFFICERS/DIRECTORS

The name and post office address of the first officers and directors are:

George Maguire	2729 Buckingham Ave., Lakeland, FL 33803	President, Treasurer, Secretary, and Director
Walter J. Coleman	P.O. Box 2383 Lakeland, FL 33806	Director

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholder(s) from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI – LIABILITY AND INTERESTS OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for breaches of the duty of loyalty or acts which involve intentional

misconduct or a knowing violation of law. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

In the absence of fraud, no transaction between this corporation and any other association, corporation or any director or any officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

ARTICLE VII – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII – AMENDMENT

These articles of incorporation may be amended in the manner prescribed 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 the holders of three fourths (3/4) of the issued and outstanding voting stock of the corporation unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE IX – STOCK TRANSFER RESTRICTIONS - PREEMPTIVE RIGHTS

The corporation shall have the power to deny to the common stock of this corporation any preemptive rights to purchase or subscribe to any new issues of any type of stock of this corporation.

No shareholder of this Corporation shall sell, transfer, or otherwise dispose of, or encumber any shares of stock held by him or her without first offering to sell such stock to the Corporation on the same terms and conditions and at the price offered in good faith

and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the Corporation at the time the stock is offered to the Corporation for sale. The Corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the written offer is made and shall exercise the option to purchase by notifying the shareholder in writing. If the Corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the Corporation, and only within thirty (30) days from and after the date on which the Corporation declines to exercise its option.

If the by-laws of the Corporation from time to time shall provide a different basis for a shareholder to sell, transfer or otherwise dispose of or encumber his or her stock, the by-laws shall take precedence.

ARTICLE X – REGISTERED AGENT

The name and Florida post office address of the Registered Agent is:


George Maguire	2729 Buckingham Ave.,
	Lakeland, FL 33803

ARTICLE XI – INCORPORATOR

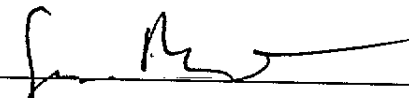
The name and address of the incorporator is:

George Maguire	2729 Buckingham Ave.,
	Lakeland, FL 33803

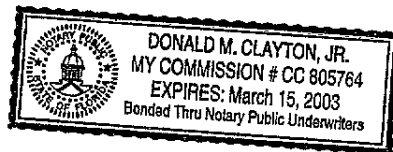
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


George Maguire, Registered Agent

29th August 2001
Date


George Maguire, Incorporator, Subscriber

29th August 2001
Date




STATE OF FLORIDA
COUNTY OF POLK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared George Maguire, to me known to be the person described as incorporator and subscriber in and executed the foregoing Articles of Incorporation by Florida Drivers License Number M260-700-62-190-0, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 29th day of August, 2001.


Notary Public

My Commission expires: MARCH 15, 2003