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Not for Profit	Amendment Resignation of P	.A., Officer/Director
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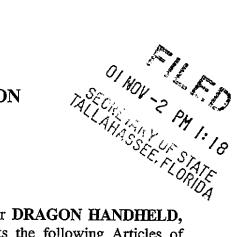
Examiner's Initials

CR2E031(7/97)

ARTICLES OF INCORPORATION OF

DRAGON HANDHELD, INC.

(a Florida corporation)



THE UNDERSIGNED, acting as sole incorporator DRAGON HANDHELD, INC., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

<u>Name</u>

The name of the corporation is DRAGON HANDHELD, INC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the corporation is 101 Southhall Lane, Suite 400, Maitland, Florida 32751. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE III

Shares

The corporation shall have authority to issue Ten Million (10,000,000) shares of Common Stock, \$0.001 par value per share.

ARTICLE IV

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32202-3510, and the initial Registered Agent at such address is F & L Corp.

<u>ARTICLE V</u>

Incorporator

The name and address of the sole incorporator of the corporation is: Jane K. Ross, c/o Foley & Lardner, 106 East College Avenue, Suite 900, Tallahassee, Florida 32301-7748.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 2 day of November, 2001. STATE OF FLORIDA COUNTY OF LEON The foregoing instrument was acknowledged before me this 2 day of November 2001, by Jane K. Ross. Such person did not take an oath and: (notary must check applicable box) is/are personally known to me. produced a current Florida driver's license as identification produced as identification. {Notary Seal must be affixed} COMPET TO THE OF Stamped) Name of Notar Commission Number (if not legible on seal):_

My Commission Expires (if not legible on seal):

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this <u>A</u> day of November, 2001.

REGISTERED AGENT:

F & L CORP.

a Wisconsin/corporation

By:

Thomas J. Maida,

As Agent and Authorized Signator

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SECRE WASSEE, FLORIDA