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ACCOUNT NO. : 072100000032

REFERENCE : 378524 7291873

AUTHORIZATION :

COST LIMIT : \$ PREPAID

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2001 NOV 13 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 9, 2001

ORDER TIME : 11:22 AM

ORDER NO. : 378524-005

CUSTOMER NO: 7291873

CUSTOMER: Mr. Peter R. Holyk
Peter R. Holyk

680 Jordan Ave.

Sebastian, FL 32958

RECEIVED
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DOMESTIC FILING

NAME: THERMAL IMAGE TECHNOLOGIES,
INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

✓
11/13/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Incorporation
Of
Thermal Image Technologies, Inc.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article I

Name Of Corporation

The name of the corporation is as follows:

Thermal Image Technologies, Inc.

Article II

Duration

The duration of the corporation is perpetual:

Article III

General Purpose

The general purposes for which the organization is organized are:

1. To engage in any activity or business permitted under the laws of the State of Florida.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
4. To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
5. To sell, convey, mortgage, pledge, create security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
6. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141.
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise

use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
9. To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested.
10. To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.
11. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
12. To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
13. To make donations for the public welfare or for charitable, scientific, or educational purposes.
14. To transact any lawful business that the Board of Directors shall find will be in aid of governmental policy.
15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any of all of its directors, officers, and employees of its subsidiaries.
16. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

ARTICLE IV

Capital Stock

The aggregate number of shares that the corporation shall have authority to issue is 100 shares of common stock at \$1.00 par value.

ARTICLE V
Address

The street address of the initial office of the corporation is 680 Jordan Avenue, Sebastian, Florida 32958, and the mailing address is the same.

ARTICLE VI
Directors

The number of directors constituting the initial Board of Directors of the corporation is two (2). The name and addresses of each person who is to serve as a member of the initial Board of Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

NAME:	OFFICE:	ADDRESS:
Peter R. Holyk	President	680 Jordan Avenue, Sebastian, Florida 32958
Pamela J. Holyk	Vice-President	680 Jordan Avenue Sebastian, Florida 32958

ARTICLE VII
Incorporator

The name and address of the incorporator is **Peter R. Holyk, 680 Jordan Avenue, Sebastian, Florida 32958.**

ARTICLE VIII
Indemnification of Officers and Directors

This corporation shall indemnify its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th Day of November, 2001.



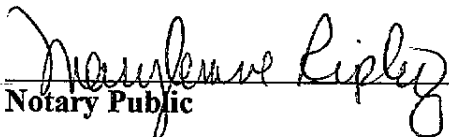
Peter R. Holyk

Mary Anne Ripley
Notary
2001 11 18 AM

STATE OF FLORIDA)
) SS.
COUNTY OF INDIAN RIVER)

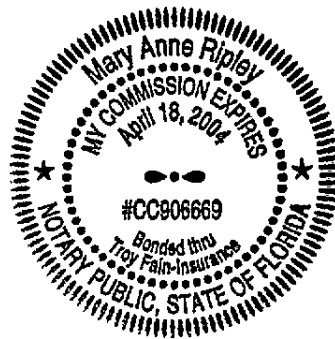
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **PETER R. HOLYK** known by me to be the person who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 8th day of November 2001.



Notary Public

My Commission Expires: 4.18.04



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**SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED. TALLAHASSEE FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

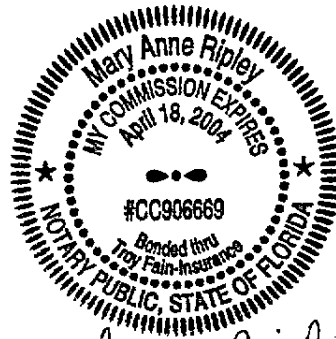
The Thermal Image Technologies^{INC.} desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles Of Incorporation at 680 Jordan Avenue, Sebastian, Florida 32958 has named Peter R. Holyk as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above started corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Peter R. Holyk



Maryanne Ripley
Notary
exp. 4-18-04