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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813)229-2300
Fax Number : (813)221-4210

FLORIDA PROFIT CORPORATION OR P.A.

Skyway Technologies, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	1
Certified Copy	0
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B. McKnight

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**Articles of Incorporation
of
Skyway Technologies, Inc.**

THE UNDERSIGNED, acting as the sole Incorporator of Skyway Technologies, Inc. (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is: Skyway Technologies, Inc.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 100,000,000 shares, of which 80,000,000 shares shall be Common Stock having a par value of \$0.01 per share ("Common Stock") and 20,000,000 shares shall be Preferred Stock, \$0.01 par value per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

ARTICLE IV

Principal Office

The address of the principal office of the Corporation is 111 Second Avenue NE, Penthouse Suite 1600B, St. Petersburg, Florida 33701.

d S. Fischer, Esquire
Florida Bar # 076775
Fischer & Lardner
111 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V
Initial Registered Office and Agent


The address of the initial registered office of the Corporation is Greenleaf Building, 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

Brad S. Fischer, Esquire
Foley & Lardner
100 North Tampa Street, Suite 2700
Tampa, Florida 33602

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 30th day of November, 2001.



Brad S. Fischer, Incorporator

FROM

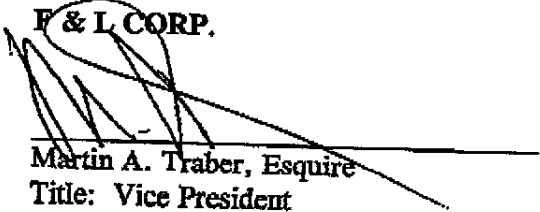
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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the 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 the registered agent of Skyway Technologies, Inc.

DATED: Effective this 30th day of November, 2001.

F & L CORP.



Martin A. Traber, Esquire
Title: Vice President

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