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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 19, 2001

ORDER TIME : 12:30 PM

ORDER NO. : 453870-005

CUSTOMER NO: 120053A

CUSTOMER: David H. Jacoby, Esq  
David H. Jacoby, Esq

The Exchange - Suite 100  
1581 Robert J. Conlan Blvd., ne  
Palm Bay, FL 32905

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PRODUCTS OF PRINCIPLE, INC.

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-12/19/01--01009--022  
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EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PRODUCTS OF PRINCIPLE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

**ARTICLE I.- NAME**

The name of this corporation is PRODUCTS OF PRINCIPLE, INC.

**ARTICLE II.-NATURE OF BUSINESS**

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

**ARTICLE III- CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV. - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

**ARTICLE V.-TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI.-ADDRESS**

The initial address of the principal office of this corporation is: 897 Haftez St., N.E., Palm Bay, Florida 32907.

**ARTICLE VII.- REGISTERED AGENT**

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd., N.E., Suite 100, Palm Bay, FL 32905.

**ARTICLE VIII.- DIRECTORS**

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1). The initial directors shall be: David W. Montgomery, Jr., 897 Haftez St., N.E., Palm Bay, Florida 32907, and Paul J. Mongomery, 24 Bloomingdale Avenue, Cranford, New Jersey 07016.

**ARTICLE IX.- AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Sixty-Six (66%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

**ARTICLE X.- LIMITATIONS ON CORPORATE STOCK**

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Sixty-Six (66%) Percent of the Shareholders of this corporation any regulatory or restrictive

provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

**ARTICLE XI.- VOTING TRUSTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

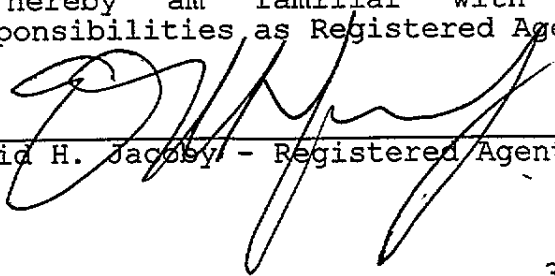
IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 18 day of December, 2001.



DAVID W. MONTGOMERY, JR., Incorporator

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



David H. Jacoby - Registered Agent

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF BREVARD

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 DAVID W. MONTGOMERY, JR., and DAVID H. JACOBY, to me known to be the person described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities.

  
NOTARY PUBLIC  
My commission Expires:

