



& Associates, Inc.

P02000009258

11380 Prosperity Farms Rd., Suite 112  
Palm Beach Gardens, FL 33410  
Phone (561) 691-1100  
Fax (561) 626-3040

January 15, 2002

600004787906--3  
-01/22/02--01049--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Dear Sir:

Enclosed please find a check in the amount of \$70.00 to cover the  
filing fee for the Articles of Incorporation for **OMNI CONTROL**  
**TECHNOLOGIES, INC.**  
Please send the proper documents to my office at the address  
listed above.

If there is need for further information, please contact us.

Thank you.

Yours truly,

*Mh. J. l.*

Michael J. Fairclough

MF:sp

Enclosure

*NO COPY*

**EFFECTIVE DATE**  
*01-15-02*

**FILED**  
02 JAN 22 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*01-22-02*

*5*

ARTICLES OF INCORPORATION  
OF  
OMNI CONTROL TECHNOLOGIES, INC

ARTICLE I  
NAME

The name of the corporation is OMNI CONTROL TECHNOLOGIES, INC

ARTICLE II  
DURATION

This corporation shall have perpetual existence..

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

EFFECTIVE DATE  
01-15-02

The street address of the initial registered office is 11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410 and the name of the initial registered agent of this corporation at this address is: MICHAEL J. FAIRCLOUGH

ARTICLE V  
PLACE OF BUSINESS

The address of the principal place of business of this corporation is 336 GOLFVIEW ROAD, SUITE 414, NORTH PALM BEACH, FLORIDA, 33408.

ARTICLE VI  
DATE

The corporate existence shall begin effective January 15, 2002

PAGE 2

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM SCOTT ARNOLD	P.O. BOX 748 JUPITER, FL 33468
JASON JAY PONTIUS	10153 ½ RIVERSIDE DRIVE TOLUCA LAKE, CA 91602

ARTICLE VIII  
CAPITAL STOCK

This corporation is authorized to issue One Hundred(100) shares of One-Dollar (\$1.00) par value common stock.

ARTICLE IX  
INCORPORATORS

The name and address of the person signing these Article of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL J. FAIRCLOUGH	11380 PROSPERITY FARMS ROAD SUITE 112 PALM BEACH GARDENS, FL 33410

ARTICLE X  
POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI  
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone provided by law.

PAGE 3

ARTICLE XII  
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent.

ARTICLE XIII  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: **OMNI CONTROL TECHNOLOGIES, INC** desiring to organize under the laws of the State of Florida, with its principal place of business: **336 GOLFVIEW ROAD, #414, NORTH PALM BEACH, FLORIDA 33408** has named: **MICHAEL J. FAIRCLOUGH** located at **11380 PROSPERITY FARMS ROAD, SUITE 112, PALM BEACH GARDENS, FLORIDA 33410** as its agent to accept service of process within Florida.

  
MICHAEL J. FAIRCLOUGH - Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I,

HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

Date: 01/12/02

m-j.l  
Agent- **MICHAEL J. FAIRCLOUGH**