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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

LUTON CORPORATION

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LUTON CORPORATION

The undersigned, for the purpose of having formed a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the Corporation is: LUTON CORPORATION

ARTICLE TWO - DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares which the Corporation authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00.

ARTICLE FIVE - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial Registered Office and principal office of the Corporation is GUY & YUDIN, LLP, 55 East Ocean Boulevard, Stuart, Florida 34994 and the name of its initial Registered Agent at that address is WILLIAM E. GUY, JR.

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ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

TERENCE CHARLES SMITH
19 WHITEHILL AVENUE
LUTON, BEDFORDSHIRE
ENGLAND, LU13SP

ARTICLE SEVEN - INCORPORATOR

The name and address of the Incorporator is as follows:

GUY & YUDIN, LLP
WILLIAM E. GUY, JR.
55 EAST OCEAN BLVD.
STUART, FL 34994

ARTICLE EIGHT - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE NINE - RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of Luton Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE TEN - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0123, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 22^d day of APRIL, 2002.

GUY & YUDIN, LLP

By: 

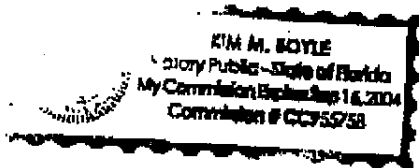
WILLIAM E. GUY, JR., ESQ.

STATE OF FLORIDA)

COUNTY OF MARTIN)

BEFORE ME, the undersigned authority, personally appeared William E. Guy, Jr., Esq. who is personally known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23 day of APRIL, 2002.


Notary Public (Signature)Kim M. Boyle
Typed, Printed or Stamped NameCC755758 / 9.16.04
Commission No./Expiration DateACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of LUTON

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CORPORATION, which is contained in the foregoing Articles of Incorporation.

DATED this 22^d day of APRIL, 2002.

GUY & YUDIN, LLP

By: 
WILLIAM E. GUY, JR., ESQ.

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