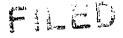
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ARTICLES OF INCORPORATION

2002 APR 24 PM 1: 37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

FLEX-PATH INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I Name and Address

The name of the Corporation shall be **FLEX-PATH INTERNATIONAL**, **INC.** and its mailing address is Post Office Box 307, 455 Mississippi Avenue, Ozona, Florida 34660.

ARTICLE II Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

Name Address

Lana Marie Bagnall Post Office Box 307

Ozona, FL 34660

Ian Neil Irwin Post Office Box 307

Ozona, FL 34660

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation of the same class, kind or series as that which the shareholder already holds that may from time to time be issued by the Corporation, whether or not presently authorized, including shares from the treasury of the Corporation, in the same ratio as the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. A shareholder may waive his or her preemptive rights. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration. Preemptive right shall be deemed waived by any shareholder who does not exercise his or her preemptive rights and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issuance of shares and inviting him or her to exercise his or her preemptive rights.

ARTICLE VIII Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be **455 Mississippi Avenue**, **Ozona**, **Florida 34660**.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **Ian Neil Irwin**.

ARTICLE X Incorporator

The name and address	The name and address of the incorporator is:			
Name	Address			
Ian Neil Irwin	455 Mississippi Avenue Ozona, FL 34660			
	F, for the purpose of forming a corporation a, the undersigned executed these Articles of ay of April, 2002. Ian Neil Irwin			
STATE OF FLORIDA COUNTY OF PINELLAS)			
The foregoing instrume day of April, 2002 by IAN NEIL IRW produced a Florida driver's licens identification.	nt was acknowledged before me this IN, who □ is personally known to me or □ has se or □ as			
My Commission Expires:	Notary Public (SEAL) James N. Come 4 (Print Name of Notary Public on this line)			
	JAMES N. POWELL MY COMMISSION # CC 725394 EXPIRES: July 16, 2002 Bonded Thru Notary Public Underwriters			

ACCEPTANCE

I hereby agree to act as initial Registered Agent for **FLEX-PATH INTERNATIONAL, INC**, a Florida corporation, as stated in these Articles of Incorporation.

Ian Neil Irwin

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SECHALISTSEE FLORIDA