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TALLAHASSEE, FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

LAS DON TECHNOLOGIES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 3, 2002

YOUR CAPITAL CONNECTION

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EFFECTIVE DATE

5-18-02

ARTICLES OF INCORPORATION
OF
LAS DON TECHNOLOGIES, INC.

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02 MAY -3 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to **ESTABLISH** the articles of incorporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Business Corporation Act adopt the following Articles of Incorporation. The date of Adoption is May 1, 2002. No shareholder approval was required:

ARTICLE I - NAME

The name of the corporation is **LAS DON TECHNOLOGIES**

ARTICLE II - REGISTERED OFFICE

The location and address of the Corporation's initial registered office of this State is 2203 East Michigan Street, Orlando, Florida 32806, Orange County (407)898-0525. The initial registered agent at the registered officer is LISA LENN.

ARTICLE III - PRINCIPAL OFFICE AND

PRINCIPAL OFFICE ADDRESS

The principal office of the Corporation and the principal office address is:

LAS DON TECHNOLOGIES, INC.

2203 East Michigan Street
Orlando, Florida 32806

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ARTICLE IV - PURPOSE

This purpose for which the Corporation is organized shall be an S Corporation Holding Firm, and to do those things that are necessary or proper in connection with the practice, including but not limited to, the following:

(a) To purchase, lease or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing business, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with the powers conferred on corporations by the laws of the State of Florida.

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(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

ARTICLE V - DURATION

The term of existence of the corporation is perpetual. The effective date is May 1, 2002.

ARTICLE VI - PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by which the services shall be rendered is delegated to the client.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators are:

NAME

ADDRESS

LISA LENN

2203 East Michigan Street
Orlando, Florida 32806

DON BUSARI

2203 East Michigan Street
Orlando, Florida 32806

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ARTICLE VIII - DIRECTORS

This Board of Directors shall consist of one (2) members. The name and address of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DON BUSARI	2203 Michigan Street Orlando, Florida 32806	
CAROLINA VARONA	2203 East Michigan Street Orlando, Florida 32806	
LISA LENN	2203 East Michigan Street Orlando, Florida 32806	

ARTICLE IX - SHARE STRUCTURE

The maximum number of shares that the Corporation is authorized to have outstanding is 1,500 shares.

Authority of Board of Directors

Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board Directors and has been paid or delivered, shall be fully paid non-assessable.

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Dividends

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholders' Actions

To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE X - STATED CAPITAL

The amount of capital with which Corporation shall begin business is \$1.00.

ARTICLE XI - AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in a manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No

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shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of a dissenting shareholder.

ARTICLE XII - INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer of any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or any other entity with which he or she is connected with the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing,

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if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE XIII - INDEMNIFICATION

Right to Indemnification

The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be a party by reason of having been a director, officer or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority of all the directors, that the officer, director, or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation.

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit or proceeding, shall be entitled to vote at the meeting or to sign

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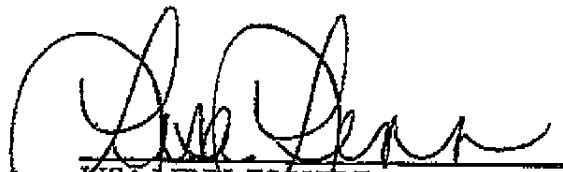
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the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President or the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or employee may, within sixty (60) days following the date of service of the demand, apply to a Court of general jurisdiction in the county in which the Corporation maintain its principal office, to consider the matters referred to in paragraph 12.1. If the Court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the Court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of April, 2002.


LISA LENN, ESQUIRE
Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
02 MAY -3 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In the pursuance of Chapter 48.901, Florida Statutes the following is submitted in compliance with said act:

First--that LAS DON TECHNOLOGIES, INC.
desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida, has named LISA LENN located at 2203 East Michigan Street, Orlando, Florida 32806 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation and I hereby accept to act in that capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

LISA LENN

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