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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.  
CODE 3 TECHNOLOGY, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 02      |
| Estimated Charge      | \$78.75 |

1 of 2

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Code 3 Technology, Inc.

The principal place of business of this corporation shall be: 75 NW 166 Street  
North Miami Beach, Fl. 33162

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time. 12,000 Shares, par value of .001 per share

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS & DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Soni Baptiste  
152 NE 167 Street #301  
North Miami Beach, Fl 33162

ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

Soni Baptiste  
75 NW 166 Street  
North Miami Beach, Fl. 33169

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 28th day of October, 2002

Signature(s) of Incorporator(s)

Soni Baptiste

02 NOV -4 PM 4: 56  
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TALLAHASSEE FLORIDA

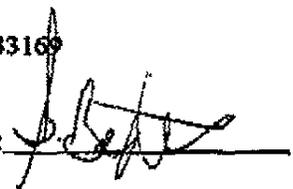
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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant of the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the corporation: Code 3 Technology, Inc.
2. The name and address of the registered agent and office is:

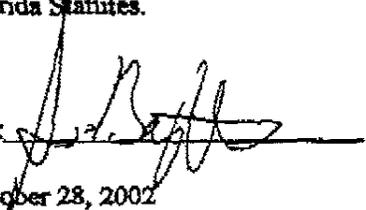
(P.O. Box Not Acceptable) Soni Baptiste  
75 NW 166 Street  
North Miami Beach, Fl. 33169

Signature: 

Title: Incorporator

Date: October 28, 2002

Having been named to accept service of process for the above stated 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 process and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Signature: 

Date: October 28, 2002

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