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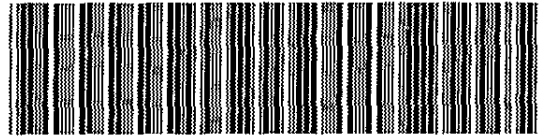
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11/06/02--01052--010 \*\*78.75

EFFECTIVE DATE  
11-1-02

FILED  
02 NOV - 6 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Michael S. McDuffie**

Accountant

797 North Pearl Street  
Crestview, FL 32536

Phone: (850) 682-4357

November 1, 2002

Honorable Jim Smith  
Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32399-0001

Re: Articles of Incorporation  
Spy Chest, Inc.

Dear Mr. Smith:

Enclosed are the original and one copy of the Articles of Incorporation of Spy Chest, Inc. A check in the amount of \$78.75 is also enclosed for the cost of filing.

Thank you for your courtesy in this matter.

Sincerely,  


Michael S. McDuffie

MSM/bl  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
SPY CHEST, INC.**

The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**FILED**  
02 NOV - 6 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

**NAME:** The name of this corporation is **SPY CHEST, INC.** and the principal place of business shall be 6589 Bill Lundy Road, Laurel Hill, FL 32567.

**ARTICLE II.**

**DURATION:** The corporation shall exist perpetually.

**EFFECTIVE DATE**  
11-1-02

**ARTICLE III.**

**PURPOSE:** The purpose or purposes for which this corporation is organized is to engage in the business of retail and wholesale sales of electronic products, primarily over the internet and/or any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes.

Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

**ARTICLE IV.**

**CAPITAL STOCK:** The amount of capital stock authorized by the corporation shall be one thousand (1,000) shares of common stock with a par value of one (\$1.00) Dollar per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

**ARTICLE V.**

**INITIAL CAPITAL:** The amount of capital stock with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

**ARTICLE VI.**

**SHAREHOLDER'S RIGHTS:** Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VII.**

**PREEMPTIVE RIGHTS:** Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII.**

**INITIAL REGISTERED OFFICE:** The street address of the initial registered office of this corporation in the State of Florida is 6589 Bill Lundy Road, Laurel Hill, Florida 32567. The Board of Directors may from time to time, move the principal office to any other address in Florida.

**ARTICLE IX.**

**INITIAL REGISTERED AGENT:** The initial registered agent of this corporation is Patrick R. Palmer, whose address is 6589 Bill Lundy Road, Laurel Hill, Florida 32567.

**ARTICLE X.**

**INITIAL DIRECTORS AND OFFICERS:** This corporation shall have ONE (1) Director(s) initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors and Officers are as follows:

<b><u>NAME:</u></b>	<b><u>ADDRESS:</u></b>	<b><u>OFFICE:</u></b>
Patrick R. Palmer	6589 Bill Lundy Road Laurel Hill, FL 32567	President/Director

**ARTICLE XI.**

**INCORPORATION:** The name and address of the incorporator signing these Articles of Incorporation is Patrick R. Palmer, whose address is 6589 Bill Lundy Road, Laurel Hill, Florida 32567.

**ARTICLE XII.**

**CUMULATIVE VOTING:** At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE XIII.**

**BY-LAWS:** The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV:

SECTION 1244 STOCK: It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XV:

EFFECTIVE DATE: The effective date of this corporation shall be November 1, 2002.

ARTICLE XVI:

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.

  
Patrick R. Palmer

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First that **SPY CHEST, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6589 Bill Lundy Road, Laurel Hill, FL 32567, has named **Patrick R. Palmer**, as its agent to accept service of process within Florida.

Dated this 1st day of November, 2002.



Patrick R. Palmer

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I, **Patrick R. Palmer**, hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Patrick R. Palmer

02 NOV -6 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
**FILED**