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Office Use Only



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EFFECTIVE DATE  
12-12-02

12/09/02--01069--002 \*\*87.50

FILED  
02 DEC -9 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Randolph Tucker  
1000 Winderly Way  
# 142  
Maitland, Florida  
32751

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Subject: Port Underbelly Technologies, Inc.

Enclosed are the original and one (1) copy of the articles of incorporation and a check for:

\$87.50  
Filing fee, certified Copy and Certificate of Status

From:  
Randolph Tucker  
1000 Winderly Way  
#142  
Maitland, Florida  
32751  
407 838 2011

Thank you.



ARTICLES OF INCORPORATION

Port Underbelly Technologies, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I

**EFFECTIVE DATE**

12-12-02

Name

The name of the corporation ("Corporation") shall be Port Underbelly Technologies, Inc.

ARTICLE 11

Existence

The existence of the Corporation shall begin on December 12 2002 and shall continue in perpetuity.

ARTICLE 111

Principle Office

The address of the principal office of the Corporation 1385 Highway A1A, Suite 105, Satellite Beach, Florida 32937.

ARTICLE 1V

Shares

The Maximum number of shares this Corporation is authorized to issue is five million, 5,000,000, common shares and one million, 1,000,000 shares of Class A preferred stock. All common shares shall be identical with each other in every respect and the holders shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

Board of Directors

The Board of Directors shall consist of not more than 7 members unless increased by a majority vote of the members of the Board Of Directors as provided in the bylaws.

ARTICLE VII

The designated Registered Agent and Street Address

The Name and address of the initial registered Agent is  
Randolph Tucker: 1000 Winderly Way, Maitland, Florida 32751.

Article VIII

Incorporators

The names of the Incorporators signing these Articles of Incorporation:

1. Randolph Tucker
2. Randall Schrader

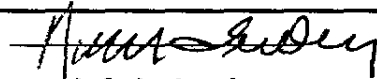
ARTICLE VI11

Indemnification

The Corporation shall indemnify its Directors, Officers, Employees and Agents to the fullest extent permitted by law.

The Undersigned Incorporators have signed these Articles  
Incorporation November 26, 2002.


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Randolph Tucker



Randall Schrader

  
ACCEPTANCE BY RESIDENT AGENT

Having been named as Resident Agent for Port Underbelly Technologies Inc. and to accept service of process for Port Underbelly Technologies, Inc. at the place designated in the Articles of Incorporation that is:

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1000 Winderly Way #142  
Maitland, Florida  
32751

I accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statute relating to the proper and complete performance of my duties and I familiar with and accept the obligations of my position as Registered Agent.

Date: November 26, 2002

Randolph Tucker:



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