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STATE OF FLORIDA
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TRANSMITTAL LETTER

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

SUBJECT: VARIANT RESEARCH CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Roger L. Shaffer
Name (Printed or typed)

225 NE Mizner Boulevard, Suite 675
Address

Boca Raton, FL 33432
City, State & Zip

561-672-4905
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VARIANT RESEARCH CORPORATION

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ARTICLE I

The name of this corporation is **VARIANT RESEARCH CORPORATION** (the "Corporation").

ARTICLE II

The principal office and mailing address of the Corporation are:

225 NE Mizner Boulevard, Suite 675, Boca Raton, Florida 33432

ARTICLE III

The purpose for which the Corporation is organized is to carry on and transact and to engage in any and all lawful acts, activities and/or businesses for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$0.0001 per share (the "Common Shares").

ARTICLE V

The street address of the initial registered office of this corporation is:

225 NE Mizner Boulevard, Suite 675, Boca Raton, FL 33432;

and the name and address of the initial registered agent of this corporation are:

Roger L. Shaffer, 225 NE Mizner Boulevard, Suite 675, Boca Raton, FL 33432.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

02 DEC 23 AM 4:52

The name and address of the person signing these Articles of Incorporation as incorporator are:

Roger L. Shaffer, 225 NE Mizner Boulevard, Suite 675, Boca Raton, FL 33432.

ARTICLE VII

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended or interpreted to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as so amended or interpreted.

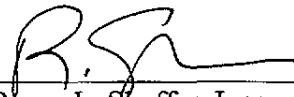
The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII

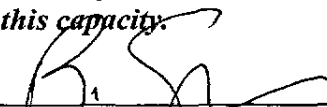
This corporation shall commence on January 1, 2003 or as soon after such date as is permitted under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof on December 20, 2002.



Roger L. Shaffer, Incorporator

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Roger L. Shaffer, Registered Agent