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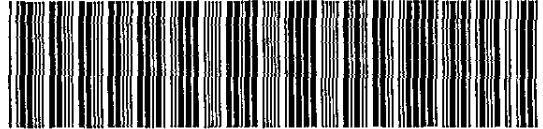
(Business Entity Name)

(Document Number)

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02/28/03--01021--003 \*\*70.00

1-11-03  
03 FEB 28 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

Re: Incorporation Papers  
@APPTECH.DESIGN GROUP, Inc.

Enclosed please find one original and one duplicate set of incorporation papers for @APPTECH.DESIGN GROUP, Inc. The filing fee is also enclosed.

Sincerely,

Carl Barbour  
Registered Agent

**ARTICLES OF INCORPORATION  
@APPTECH.DESIGN GROUP, Inc.**

**FILED**  
03 FEB 28 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a Corporation under the Laws of the State of Florida.

**ARTICLE I**

The name of the Corporation is  
**@APPTECH.DESIGN GROUP, Inc.**

**ARTICLE II**

The Corporation shall commence upon the filing of these articles, and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to engage in event and destination management services, to provide additional wholesale or retail services to businesses and/or individuals, and to engage in any business activity lawful under the Laws of the State of Florida or the United States of America.

**ARTICLE IV**

The Corporation is authorized to issue Ten Thousand (10,000) shares of Common Stock, valued at \$1 Par. The shares of the Corporation are not to be divided into classes, except by majority vote of the Board of Directors.

**This Corporation is not authorized to issue shares in series.**

#### **ARTICLE V**

**Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which the Stock is offered to others.**

#### **ARTICLE VI**

**The initial street address of the Corporation's principal place of business is 419 Ocean Avenue, Melbourne Beach, Florida, 32951.**

#### **ARTICLE VII**

**The initial Board of Directors of the Corporation shall consist of one (1) director. The number of Directors may either be increased or decreased from time to time by the By-Laws, but may never be less than one (1) director. The name and address of the person who shall serve as Director until the first Annual Meeting of the Board of Directors is as follows:**

**Cark Barbour  
419 Ocean Avenue  
Melbourne Beach, FL 32951**

## **ARTICLE VIII**

**The Shareholders of @APPTECH.DESIGN GROUP Inc. shall be allowed to vote their shares cumulatively so as to give one Board of Directors candidate as many votes as the number of Directors to be elected multiplied by the number of shares. Notice must then be given to the President of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of the Shareholders' Meeting for the election of Directors, that the said Shareholder intends to accumulate his vote.**

## **ARTICLE IX**

**The name and address of the Initial Incorporator is: Carl Barbour, 419 Ocean Avenue, Melbourne Beach, FL, 32951.**

## **ARTICLE X**

**The Shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when and if proposed at a Shareholders' Meeting, with not less than a majority of the vote of the common stock.**

## **ARTICLE XI**

**The members of the Board of Directors who are asserting that these Articles of Incorporation are the legal will of at least a majority of the Board of Directors are signified below:**

A handwritten signature in cursive script, reading "Carl Barbour", written over a horizontal line.

**Carl Barbour**

**REGISTERED AGENT  
FOR  
@APPTECH.DESIGN GROUP INC.**

**The name and address of the Registered Agent for @APPTECH.DESIGN GROUP Inc. is as follows:**

**Carl Barbour  
419 Ocean Avenue  
Melbourne Beach, FL 32951**

**Under the mandate of Florida Statutes requiring a Registered Agent for a Florida Corporation, I hereby accept the responsibilities to act as Registered Agent on behalf of @APPTECH.DESIGN GROUP Inc. for all matters relevant to the State of Florida.**

  
**Carl Barbour**

2/22/03  
**Date**

**FILED**  
03 FEB 28 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA