

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.
INDUSTRIAL HOLDING GROUP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
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**ARTICLES OF INCORPORATION
OF
INDUSTRIAL HOLDING GROUP, INC.**

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The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: INDUSTRIAL HOLDING GROUP, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 8905 Kingston Pike, Suite 313, Knoxville, Tennessee 37923.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one hundred million (100,000,000) shares of common stock, par value \$.01 per share, and ten million (10,000,000) shares of

ROXANNE K. BEILLY, ESQ., FLA. BAR #851450
Katz Barron Squitiero & Faust, P.A.
100 N.E. Third Avenue, Suite 280
Fort Lauderdale, Florida 33301
telephone 954-522-3636

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preferred stock, par value \$.01 ("Preferred Stock"). Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors of the Corporation pursuant to the authority in this paragraph given. The Corporation hereby designates one (1) share of the authorized shares of Preferred Stock as Series A Preferred Stock. The rights, preferences, privileges, restrictions and other matters related to the Series A Preferred Stock are as follows:

4.1 Designation and Dividends. The designation of this series, which consists of one (1) share of Preferred Stock, is the Series A Preferred Stock (the "Series A Preferred Stock") and the stated value shall be \$1.00 per share. The holder of shares of Series A Preferred Stock shall not be entitled to receive dividends.

4.2 Liquidation Preference. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of Series A Preferred Stock will not be entitled to any liquidation preference and all assets of the Corporation available for distribution to its shareholders in the event of such liquidation, dissolution or winding up shall be distributed solely to the holders of the Corporation's common stock.

4.3 Redemption. The Series A Preferred Stock is not redeemable without the prior express written consent of the holder of such Series A Preferred Stock.

4.4 Conversion. The Series A Preferred Stock is not convertible into any other security of the Corporation.

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4.5 Voting Rights. The holder of the share of Series A Preferred Stock shall have

the following voting rights:

4.5.1 The holder of the share of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by the Articles of Incorporation, including, without limitation, Section 4.5.3 hereof, or by applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.

4.5.2 As of each record date for the determination of the Corporation's stockholders entitled to vote on any matter (a "Record Date"), the share of Series A Preferred Stock shall have voting rights and powers equal to the number of votes that, together with all other votes entitled to be cast by the holder of the share of Series A Preferred Stock on such Record Date, whether by virtue of beneficial ownership of capital stock of the Corporation, proxies, voting trusts or otherwise, entitle the holder of the share of Series A Preferred Stock to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the share of Series A Preferred Stock shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

4.5.3 Without the written consent of the holder of the share of Series B Preferred Stock at a meeting of the holder of the Series B Preferred Stock called for such purpose, the Corporation will not amend, alter or repeal any provision of the Certificate of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series B Preferred Stock.

4.6 Transferability. The shares of Series A Preferred Stock are not transferrable by the holder.

4.7 Status of Redeemed Stock. In the event any shares of Series A Preferred Stock shall be redeemed pursuant to Section 4.3 hereof, the share so redeemed shall be cancelled and returned to the status of authorized but unissued shares of Preferred Stock.

4.8 Taxes. This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the share of Series A Preferred Stock.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The street address of the initial registered office of the corporation is 100 N.E. Third Avenue, Suite 280, Fort Lauderdale, Florida 33301. and the name of its initial registered agent at such address is Roxanne K. Beilly, Esq.

ARTICLE VII

BOARD OF DIRECTORS

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This Corporation shall have one (1) Director initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

Jayne Dorough
8905 Kingston Pike
Suite 313
Knoxville, Tennessee 37923

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Jayne Dorough, 8905 Kingston Pike, Suite 313, Knoxville, Tennessee 37923.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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**ARTICLE XI
AFFILIATED TRANSACTIONS**

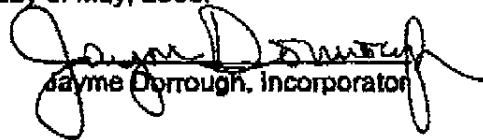
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This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 21th day of May, 2003.


Jayme Dorrrough, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

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INDUSTRIAL HOLDING GROUP, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 8905 Kingston Pike, Suite 313, Knoxville, Tennessee 37923, has named Roxanne K. Beilly, Esq., 100 N.E. Third Avenue, Suite 280, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Roxanne K. Beilly

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