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6-6-03  
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**KARL A. BURGUNDER**  
ATTORNEY AT LAW  
830 EYRIE DR., SUITE 5  
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OVIEDO, FL 32762-3036  
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REPLY TO: P.O. BOX

May 29, 2003

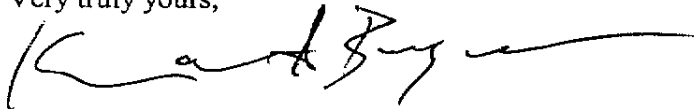
Florida Department of State  
Division of Corporations  
Attention: New Filings Department  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Management Vectors, Inc.

Dear Sir or Madam:

Enclosed please find the articles of incorporation for the above referenced entity, and my check #1382 for \$70.00 representing the filing fee and registered agent fee. Please file these documents per your usual manner and return confirmation of filing at your earliest opportunity.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Karl A. Burgunder', with a long horizontal flourish extending to the right.

Karl A. Burgunder

enc.

**ARTICLES OF INCORPORATION  
of  
MANAGEMENT VECTORS, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, as incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is: Management Vectors, Inc. (the "Corporation.")

**ARTICLE II - COMMENCEMENT OF EXISTENCE AND DURATION**

The commencement of the existence of the Corporation shall be upon the filing of these Articles of Incorporation in the Office of the Florida Secretary of State - Division of Corporations, and the Corporation shall exist perpetually.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business of the Corporation is: 1565 Gemini Ct., Oviedo, FL 32765. The mailing address of the Corporation is: P.O. Box 623036, Oviedo, FL 32762-3036. The Corporation may, from time to time, change its principal place of business, its mailing address, or may designate such other offices and places of business as it deems necessary.

**ARTICLE IV - PURPOSE**

The Corporation is organized for, and may conduct business for, any lawful purpose without limitation.

**ARTICLE V - CAPITAL STOCK**

The Corporation shall have one class of shares, designated as "common shares". The number of shares of stock that the Corporation is authorized have

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Fla. Bar No. 980935

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outstanding at any one time is: one thousand and no/100 shares. The shares shall have a par value of \$.01 per share. Common shares shall be represented by share certificates duly issued according to Florida law. The holder of each common share shall be entitled to one vote as to all matters to which voting is required by law, and shall be issued as the Corporation shall determine.

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Karl A. Burgunder, Attorney at Law, P.L., whose address is 1565 Gemini Ct., Oviedo, FL 32765.

#### ARTICLE VIII - MANAGEMENT

Pursuant to Florida Statute §607.0732, the management of the Corporation shall be carried out directly by the shareholders and no board of directors shall exist.

A vote of the majority of shares issued and outstanding shall be required for all corporate actions. The shareholders managing the business of the Corporation shall be vested with the same powers as otherwise would be vested in a board of directors, without limitation, and shall specifically retain the power to: create, empower, and dissolve a board of directors; declare dividends; make distributions (whether proportional to share ownership or otherwise); adopt, amend, or repeal bylaws; appoint, empower, compensate, and terminate officers; enter into contracts, indemnify officers and agents; delegate executive authority; establish procedures for resolving deadlock; or to dissolve the corporation. Notwithstanding the foregoing, no shareholder shall be entitled to vote his shares in any corporate matter unless such shareholder is 18 years of age in the case of natural persons. Voting rights of shareholders who are natural persons under age 18 shall instead be vested in such person's natural or legal guardian. On account of there being no common shares of

stock issued by the Corporation and no shares subject to any subscription agreement at the time of the filing of these Articles, the undersigned, being the sole incorporator, and pursuant to Florida Statute §§607.0732 (2)(a)1 and 607.0732(7), hereby deems these Articles to constitute a shareholder's agreement as required by F.S. §607.0732.

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these articles is: Karl A. Burgunder, Attorney at Law, P.L., 1565 Gemini Ct., Oviedo, FL 32765.

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director, shareholder, or incorporator, or any former officer, director, shareholder, or incorporator, to the fullest extent permitted by law. Any amendment, modification or repeal of this Article shall not adversely affect any right or protection of an indemnified person existing hereunder with respect to any act or omission occurring prior to such amendment, modification, or repeal.

#### ARTICLE XI - CORPORATE SEAL

Unless subsequently adopted by the shareholders, or by the Board of Directors, if one is created subsequent to the filing of these Articles of Incorporation, the Corporation shall not have an official corporate seal.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of May, 2003 at Oviedo, Florida.

Karl A. Burgunder, Attorney at Law, P.L.

By: Karl A. Burgunder  
Karl A. Burgunder, Member

Prepared by:  
Karl A. Burgunder, Attorney at Law  
P.O. Box 623036  
Oviedo, FL 32762-3036  
(407) 366-3555  
Fla. Bar No. 980935

MANAGEMENT VECTORS, INC.

DESIGNATION AND ACCEPTANCE OF  
REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 JUN -2 AM 10:20

Pursuant to the provisions of F.S. 607.0501, the undersigned submits the following statement in designating the registered office and registered agent in the State of Florida:


1. The name of the corporation is MANAGEMENT VECTORS, INC.
2. The name of the registered agent is Karl A. Burgunder, Attorney at Law, P.L.
3. The address of the registered office is 1565 Gemini Ct., Oviedo, Florida 32765.

Having been named as registered agent and designated to accept service of process for the above corporation at the above named registered office, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of the duties, and states that the undersigned is familiar with and accepts the obligations of registered agent.

Dated this 29th day of May, 2003.

Karl A. Burgunder, Attorney at Law, P.L.

By:

  
Karl A. Burgunder, Member

Prepared by:  
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