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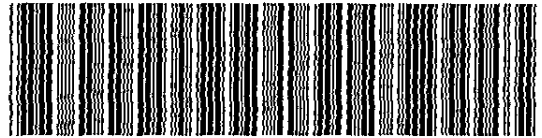
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JUN 16 AM 7:58

BR 6/18  
W-1384

**TECH ONE ENGINEERING CORPORATION**  
**220 NW 40<sup>TH</sup> Ct.**  
**Pompano Beach, Florida 33064**

February 16, 2003

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

**Transmittal Letter**

**Proposed Corporate Name:** Tech One Engineering Corporation

Enclosed is an original and (1) copy of the article of incorporation and a check for:

- (i) \$87.50 – Filing Fee, certified copy & Certificate of status

Sincerely,

Richard Frater  
President

bk/rf

cc: File



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

RECEIVED

03 JUN 16 PM 12:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 14, 2003

RICHARD FRATER  
220 NW 40TH CT  
POMPANO BEACH, FL 33064

SUBJECT: TECH ONE ENGINEERING CORPORATION  
Ref. Number: W03000013861

We have received your document for TECH ONE ENGINEERING CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6919.

Beth Register  
Corporate Specialist Supervisor  
New Filings Section

Letter Number: 103A00029783

**ARTICLES OF INCORPORATION**  
**Of**  
**TECH ONE PERFORMANCE INC.**

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is TECH ONE PERFORMANCE INC.

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is 220 NW 40<sup>th</sup> Ct., Pompano Beach, Florida 33064. The corporation may maintain offices and/or transact business at other locations, either within or without the state of Florida.

**ARTICLE III**  
**SHARES**

The Corporation is authorized to issue only one class of shares of stock, which shall be, designated Common Stock. The total number of shares, which the corporation shall have authority to issue, is 1,000 shares of no par value stock.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

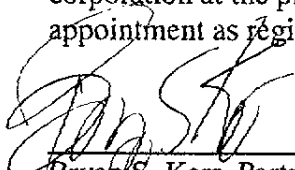
The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Bryan S. Kerr  
Kerr & Kerr LLP  
9924 SW 156 Ct.  
Dade County  
Miami, FL 33196

FILED  
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TALLAHASSEE, FLORIDA  
03 JUN 16 AM 7:58

**ARTICLES OF INCORPORATION**  
**Of**  
**TECH ONE PERFORMANCE INC.**

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.

  
\_\_\_\_\_  
Bryan S. Kerr, Partner  
KERR & KERR LLP

06-05-2005  
Date

**ARTICLE V**  
**PURPOSE**

The purpose of the corporation is to engage in all lawful business for which corporations may be incorporated under the laws of the state of Florida.

**ARTICLE VI**  
**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE VII**  
**OPERATING PROVISIONS**

The provisions for the operation, regulations, and management of the business and initial affairs of the corporation shall be as set forth in the bylaws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

**ARTICLE VIII**  
**FISCAL YEAR**

The fiscal year of the corporation shall be from January 01 of each year to December 31 of each year.

**ARTICLES OF INCORPORATION  
Of  
TECH ONE PERFORMANCE INC.**

**ARTICLE IX  
DIRECTORS**

The name and residence address of the person constituting the initial board of directors are:

**Richard Frater**  
President / Treasurer  
220 NW 40<sup>th</sup> Ct.,  
Pompano Beach, Florida 33064

**Monique Frater**  
Vice President  
220 NW 40<sup>th</sup> Ct.,  
Pompano Beach, Florida 33064

**Richard Frater Jr.**  
Assistant Vice President  
220 NW 40<sup>th</sup> Ct.,  
Pompano Beach, Florida 33064

**Mark Frater**  
Assistant Vice President  
220 NW 40<sup>th</sup> Ct.,  
Pompano Beach, Florida 33064

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE X  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or

**ARTICLES OF INCORPORATION**  
**Of**  
**TECH ONE PERFORMANCE INC.**

unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding because of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation fully permitted by law.

**ARTICLE XI**  
**OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Certification**

We, the undersigned, certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.

**ARTICLES OF INCORPORATION**  
**Of**  
**TECH ONE PERFORMANCE INC.**

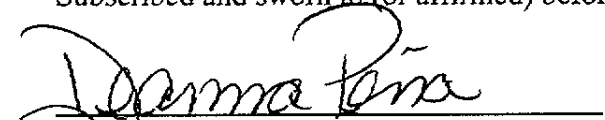


Richard Frater  
220 NW 40<sup>th</sup> Ct.,  
Pompano Beach, Florida 33064

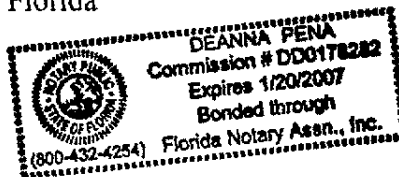
State of Florida,  
County of Dade,

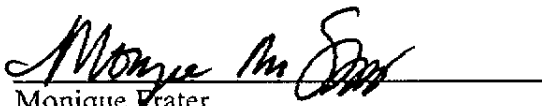
Before me, the undersigned authority, on this day personally appeared **Richard Frater**. This individual presented Florida ID or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 12 day of June, 2003.

  
Notary Public in and for the state of Florida

My Commission Expires:



  
Monique Frater  
220 NW 40<sup>th</sup> Ct.,  
Pompano Beach, Florida 33064

State of Florida,  
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Monique Frater**. This



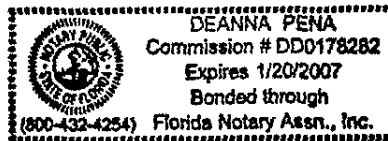
**ARTICLES OF INCORPORATION**  
**Of**  
**TECH ONE PERFORMANCE INC.**

individual presented Florida ID or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 12 day of June 2003.

Deanna Pena  
Notary Public in and for the state of Florida

My Commission Expires:



Richard Frater Jr.  
Richard Frater Jr.  
220 NW 40<sup>th</sup> Ct.,  
Pompano Beach, Florida 33064

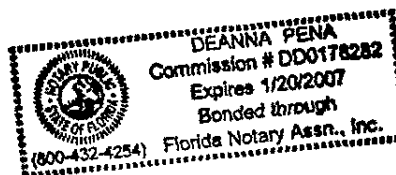
State of Florida,  
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Richard Frater**. This individual presented Florida ID or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 12<sup>th</sup> day of June, 2003.

Deanna Pena  
Notary Public in and for the state of Florida

My Commission Expires:



**ARTICLES OF INCORPORATION  
Of  
TECH ONE PERFORMANCE INC.**

Mark Frater  
Mark Frater  
220 NW 40<sup>th</sup> Ct.,  
Pompano Beach, Florida 33064

State of Florida,  
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Mark Frater**. This individual presented Florida ID or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 12 day of June, 2003.

Deanna Pena  
Notary Public in and for the state of Florida

My Commission Expires:

