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FLORIDA PROFIT CORPORATION OR P.A.

Epsilon Technologies Inc.

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Articles of Incorporation of EPSILON TECHNOLOGIES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I Corporate Name. The name of the corporation is **EPSILON TECHNOLOGIES, INC.** (the "Corporation").

Article II Nature of Business; Purpose. The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III Capital Stock. The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$ 1.00 per share.

Article IV Term. The Corporation shall have a perpetual existence.

Article V Registered Agent; Initial Registered Office. The Registered Agent and the street address of the initial Registered Office of the Corporation in the State of Florida shall be:

Max T. Holtzman, Esq.
Of Counsel
Poses & Poses, P.A.
150 W. Flagler Street, Suite 2626
Miami, FL 33130
305.577.0200

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VI Principal Office; Mailing Address. The address of the principal office of the Corporation and the mailing address of the Corporation is as follows:

Kevin Lockerby
4948 S.W. 168th Avenue
Miramar, FL 33027

Article VII Board of Directors. The Corporation shall be Five (5) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders by shall never be less than one (1).

Article VIII Initial Directors. The names and addresses of the initial directors of the Corporation are as follows:

Kevin Lockerby
4948 S.W. 168th Avenue
Miramar, FL 33027

James Rosenberg
1045 NE 120th Street
Biscayne Park, FL 33161

Khristopher A. Hoven
594 Wimbledon Rd NE #4131
Atlanta, GA 30324

Max T. Holtzman
150 W. Flagler Street, Suite 2626
Miami, FL 33130

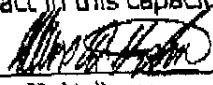
Christopher Curran
301 Bunker Hill Street, #2
Charlestown, MA 02129

Article IX Incorporator. The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Max T. Holtzman, Esq.
Of Counsel
Poses & Poses, P.A.
150 W. Flagler Street, Suite 2626
Miami, FL 33130
305.577.0200

Article X Amendment. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by the Board of Directors and approved by the shareholders at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intent that a specific amendment of these Articles be made.

Having been named 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.



Max T. Holtzman
Registered Agent

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IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on July 9th, 2003.



Max T. Holtzman
Incorporator

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