

**P03000092471**

**Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Cirent Technologies, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
CIRENT TECHNOLOGIES, INC.**

The undersigned, acting as the Incorporator of CIRENT TECHNOLOGIES, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I - NAME**

The name of the Corporation is CIRENT TECHNOLOGIES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and the mailing address of the Corporation shall be 301 E. Pine Street, Suite 1400, Orlando, Florida 32801

**ARTICLE III - DURATION**

This corporation shall exist indefinitely.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The Corporation shall have the authority to issue two classes of capital stock to be designated respectively Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock that the Corporation shall have the authority to issue and have outstanding is Thirty Million (30,000,000)

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shares of Preferred Stock with a par value of \$0.0001 per share upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. The total number of shares of Common Stock that the Corporation shall have the authority to issue and have outstanding is One Hundred Million (100,000,000) shares of Common Stock with a par value of \$0.0001 per share.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

A. The Corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Steven Hanson	301 E. Pine Street Suite 1400 Orlando, FL 32801
Michael Cameron	301 E. Pine Street Suite 1400 Orlando, FL 32801
William Cochran	301 E. Pine Street Suite 1400 Orlando, FL 32801
James Dykes	301 E. Pine Street Suite 1400 Orlando, FL 32801
Richard Fox	12565 Research Parkway Suite 300 Orlando, FL 32826

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

The street address of the initial registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

William A. Grimm

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
William A. Grimm	301 East Pine Street Suite 1400 Orlando, Florida 32801

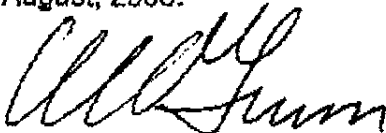
**ARTICLE IX - BYLAWS**

Bylaws may be adopted, amended or repealed by the shareholders or by the Board of Directors; provided that any bylaw adopted or amended by the shareholders can only be amended or repealed by the shareholders.

**ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify its officers and directors as set forth in Florida Statutes section 607.0850.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of August, 2003.

  
\_\_\_\_\_  
William A. Grimm, Incorporator

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT****CIRENT TECHNOLOGIES, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



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William A. Grimm

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