

PO3000109673

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

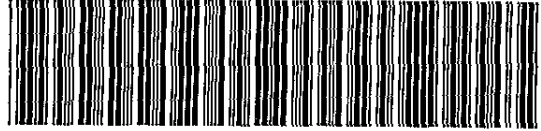
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800023203828

800023203828  
10/02/03--01079--001 \*\*78.75

FILED  
03 OCT -2 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/1/03

**Brian J. Junge**  
25435 Seven Rivers Circle  
Land O Lakes, Florida, 34639  
(813) 973 - 8712

September 29, 2003

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

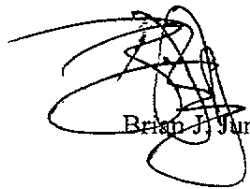
**Re: Denswave Technologies, Inc.**

To whom it may concern:

Enclosed, please find a check in the amount of \$78.75, representing the filing fee, registered agent designation fee, and certified copy fee for the Articles of Incorporation of Denswave Technologies, Inc. In addition, enclosed please find the original and one (1) copy of the Articles of Incorporation of Denswave Technologies, Inc. for filing. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please do not hesitate to contact me.

Very Truly Yours,

  
Brian J. Junge

Enclosures

03 OCT -2 PM 1:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is: Denswave Technologies, Inc.

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the Corporation and its mailing address is 25435 Seven Rivers Circle, Land O Lakes, Florida, 34639. The location of the principal office and the mailing address shall be subject to change as may be provided in the Bylaws of the Corporation.

**ARTICLE III: DURATION**

The Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IV: PURPOSES AND POWERS**

The general nature of the business or businesses in which the corporation is authorized to transact business, in addition to those authorized by the laws of the state of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business: to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, interests, capital stock, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights, interests, and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.
5. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as an agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the state of Florida, providing for the formation, rights, privileges, and communities of corporation for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the state of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no ways limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not, under the laws of the state of Florida, lawfully carry on, exercise, or do.

#### **ARTICLE V: CAPITAL STOCK**

The total number of shares of capital stock that this corporation shall have the authority to issue and to have outstanding at any one time is ten thousand (10,000) shares of common stock with no par value per share.

The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the Florida Business Corporation Act, to provide for the classification and reclassification of any unissued shares of Common Stock without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act. Except as otherwise required by law all rights to vote and all voting power shall be vested exclusively in holders of the Common Stock. Cumulative voting by any shareholder is hereby expressly denied. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

#### **ARTICLE VI: ADDRESS OF REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation is Brian J. Junge, 25435 Seven Rivers Circle, Land O Lakes, Florida, 34639.

#### **ARTICLE VII: ACTION BY SHAREHOLDERS**

Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of not less than thirty-five percent (35%) of the total number of shares of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class. Any action required or permitted to be taken by the shareholders of the Corporation at a duly called annual or special meeting of the shareholders, may be effected by a consent in writing by such shareholders, subject to the provisions of Section 607.0704 of the Florida Business Corporation Act.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of directors constituting the Corporation's Board of Directors shall not be less than one

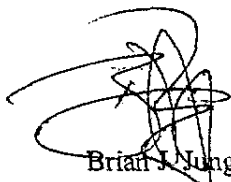


**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Denswave Technologies, Inc.
2. The name and street address of the registered agent and office is: Brian J. Junge, 25435 Seven Rivers Circle, Land O Lakes, Florida, 34639.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Brian J. Junge

FILED  
03 OCT -2 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA