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(City/State/Zip/Phone #)

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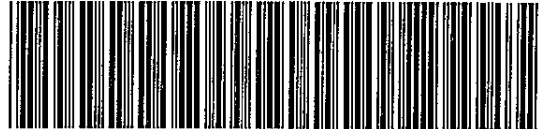
(Business Entity Name)

(Document Number)

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03 OCT 16 PM 3:55  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED

**SMITH  
SAUER  
& DEMARIA**

ATTORNEYS AT LAW

**Via Federal Express**

October 15, 2003

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

Secretary of State  
Corporate Records Division  
409 E. Gaines Street  
Tallahassee, FL 32399

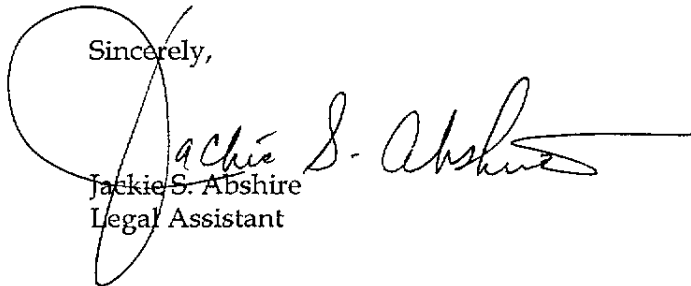
RE: Precision Upgrades, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to us as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to contact us.

Sincerely,

  
Jackie S. Abshire  
Legal Assistant

JSA:

Enclosures

c: Mr. Michael J. Knight, Sr.  
Kevin Carlson, CPA

ARTICLES OF INCORPORATION  
OF  
PRECISION UPGRADES, INC.

FILED  
03 OCT 16 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - NAME**

The name of this corporation is Precision Upgrades, Inc.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing effective October 16, 2003.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are:

- (1) To manufacture, build, produce, promote, and sell hardware on a wholesale basis, including but not limited to upgrades for industrial equipment.
- (2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative

association, fraternal benefit society, state fair or exposition business.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

#### **ARTICLE V - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation in the State of Florida is 396 Royce Street, Pensacola, Florida 32503. The name of the initial registered agent for the corporation at that address is Michael J. Knight, Sr. The principal office of the corporation shall be 396 Royce Street, Pensacola, FL 32503.

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

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

##### **NAME**

Michael J. Knight, Sr.

##### **STREET ADDRESS**

396 Royce Street  
Pensacola, FL 32503

## **ARTICLES VII - INCORPORATORS**

The names and street addresses of the incorporators signing these Articles of Incorporation are:

### **NAME**

### **STREET ADDRESS**

Michael J. Knight, Sr.

396 Royce Street  
Pensacola, FL 32503

## **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX-AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of  
Incorporation on this 15th day of October, 2003.

Michael J. Knight, Sr.  
Michael J. Knight, Sr.

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Michael J. Knight, Sr., who \_\_\_\_\_ is personally known to me or X produced a valid Florida Driver's License as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 15th day of October, 2003.

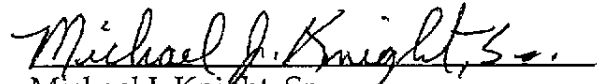
Brenda Sauer  
Printed Name: BRENDA SAUER  
Notary Public Stamp:



Brenda Sauer  
MY COMMISSION # DD010488 EXPIRES  
June 16, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment of Registered Agent of Precision Upgrades, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

  
Michael J. Knight, Sr.

FILED  
03 OCT 16 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA