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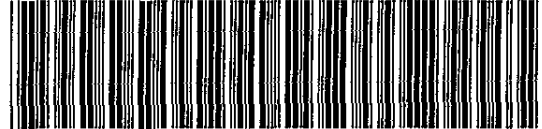
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03 OCT 27 AM 9:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JS  
9/11/03

# Centrics Holdings Corporation

10150 Highland Manor Drive Suite 236  
Tampa, Florida 33610  
(813)-314-2152

October 23, 2003

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

re: Articles of Incorporation for Centrics Holdings Corporation

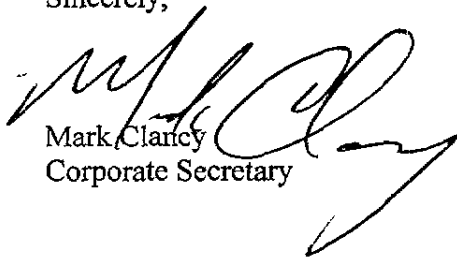
Dear Division of Corporations:

Attached please find the executed and notarized Articles of Incorporation for Centrics Holdings Corporation. Also please find enclosed our check number 1170 in the amount of \$78.75 as payment for the following items:

Filing Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>\$8.75</u>
Total enclosed	\$78.75

Should you have any questions, please contact me at (813)-314-2152.

Sincerely,

  
Mark Clancy  
Corporate Secretary

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03 OCT 27 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CENTRICS HOLDINGS CORPORATION**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is Centrics Holdings Corporation.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 100,000,000 shares of common stock, \$.001 par value.

**ARTICLE V  
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 10150 Highland Manor Drive, Suite 236, Tampa, Florida 33610. The Board of Directors may at any time move the principal office of this corporation.

**ARTICLE VI  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

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TALLAHASSEE, FLORIDA

The number or person constituting the initial Board of Directors shall be (2). The Board of Directors shall be elected by the Stockholders of the corporation at such a manner as provided in the By-Laws. The names of the initial Board of Directors and officers are as follows:

John Stanton	President/Director
Mark Clancy	Secretary/Treasurer/Director

#### **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No share holder shall have any right to acquire share or other securities of the corporation except to the extent to such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

#### **ARTICLE VIII AMENDMENT OF -BY-LAWS**

Anything in these Articles of Incorporation, the By-Laws, or the Florida Corporation Act notwithstanding, by-laws not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

#### **ARTICLE IX SHAREHOLDERS**

Inspection of books. The Board of Directors shall make the reasonable rules to determine at what times and place and under what conditions the books of the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation.

Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not be applied to the Corporation.

Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

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

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its by-laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI**  
**CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now hereafter a direct or indirect interest in such contract.

**ARTICLE XII**  
**SUBSCRIBER**

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

Mark Clancy  
10150 Highland Manor Drive  
Suite 236  
Tampa, FL 33610

**ARTICLE XIII**  
**RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is:

Mark Clancy  
10150 Highland Manor Drive  
Suite 236  
Tampa, FL 33610

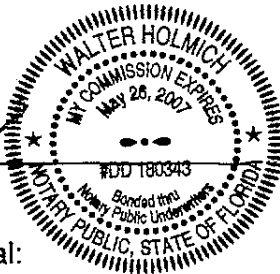
IN WITNESS WHEREOF, I have hereunto subscribed to and executed these  
Articles of Incorporation this on October 23, 2003.

  
Mark Clancy, Subscriber

Subscribed and Sworn on October 23, 2003.  
Before me:

  
Notary Public


My Commission Seal:



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03 OCT 27 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Centrics Holdings Corporation, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Mark Clancy