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**BRASHEAR & ASSOC. P.L.**  
*C o u n s e l o r s   A t   L a w*

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
voice: 352/336-0800  
fax: 352/336-0505  
Brashear@NFlaLaw.com  
www.NFlaLaw.com  
  
BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

December 30, 2003

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**RE:   ECOARRAY, INC.  
      ECOARRAY, LLC**

Gentlemen:

Enclosed please find the following concerning the above-referenced entities:

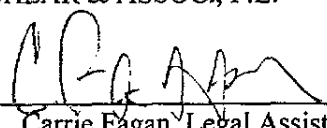
1.       The original and one copy of the Articles of Incorporation for EcoArray, Inc., together with our check in the amount of \$78.75 representing the filing fee (\$35.00), designation of resident agent (\$35.00) and certified copy of the Articles of Incorporation (\$8.75).
2.       The original and one copy of the Articles of Merger between EcoArray, Inc. and EcoArray, LLC, indicating that EcoArray, Inc. will be the surviving entity. Copies of corporate resolutions and the Merger Agreement are enclosed for your reference, together with our check in the amount of \$68.75 representing the filing fees for the limited liability company (\$25.00) and the corporation (\$35.00), and a certified copy of the Articles of Merger (\$8.75).
3.       EcoArray, LLC's letter of authorization for the use of the name "EcoArray, Inc."

Thank you, and please call this office collect should you have any questions concerning the enclosed.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: \_\_\_\_\_

  
Carrie Fagan, Legal Assistant

**BRASHEAR & ASSOC. P.L.**  
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WILLIAM CLAYTON MARTIN III

December 30, 2003

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: ECOARRAY, LLC (Document No. L02000000014)

Gentlemen:

Please be advised that the undersigned represents EcoArray, LLC. On behalf of the Company, I consent to the use of the name of the limited liability company for EcoArray, Inc. as authorized by the Merger Agreement between the parties. All of the managers and members of EcoArray, LLC, are shareholders in EcoArray, Inc.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 

Bruce Brashear, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ECOARRAY, INC.

Article I

*Name.* The name of this Corporation is EcoArray, Inc.

Article II

*Principal Office.* The address of the principal office of the Corporation is 12085 Research Drive, Alachua FL 32615.

Article III

*Duration.* The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

*Purpose.* The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

*Capital Stock.* This Corporation is authorized to issue 1,000,000 shares of \$.0001 par value common stock.

Article VI

*By-Laws.* The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

*Initial Registered Office and Agent.* The street address of the initial registered office of this Corporation is 926 N.W. 13<sup>th</sup> Street, Gainesville FL 32601, and the name of the initial registered agent of this Corporation is Bruce Brashear.

Article VIII

*Initial Board of Directors.* The Corporation shall have three (3) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

John B. Rogers  
12085 Research Drive  
Alachua FL 32615

Patrick M. Larkin  
12085 Research Drive  
Alachua FL 32615

Nancy D. Denslow  
12085 Research Drive  
Alachua FL 32615

Article IX

*Incorporator.* The name and address of the person signing these Articles is Bruce Brashear, 926 N.W. 13<sup>th</sup> Street, Gainesville FL 32601.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of December, 2003.

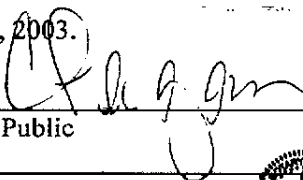
  
\_\_\_\_\_  
BRUCE BRASHEAR  
Incorporator

**STATE OF FLORIDA  
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 30 day of December, 2003, by BRUCE BRASHEAR, who is personally known to me, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 30 day of December, 2003.

(SEAL)

  
\_\_\_\_\_  
Notary Public

Printed Name

My Commission Expires:



Carrie P. Fagan

MY COMMISSION # CC993032 EXPIRES


January 10, 2005

BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of ECOARRAY, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 30 day of December, 2003.

  
\_\_\_\_\_  
BRUCE BRASHEAR

Registered Agent

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TALLAHASSEE, FLORIDA