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**FLORIDA PROFIT CORPORATION OR P.A.**

**TECHSWAN, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

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**ARTICLES OF INCORPORATION  
OF  
TECHSWAN, INC.**

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: TECHSWAN, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Million (10,000,000) shares of common stock, par value \$.0001 per share, and Five Million (5,000,000) shares of preferred stock, par value \$.0001 per share. Series of preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

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**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI  
REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA**

The name of the registered agent is Charles B. Pearlman, and the street address of the initial registered office of this Corporation in Florida is, 350 E. Las Olas Boulevard, Suite 1700, Road, Ft. Lauderdale, FL 33301.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have one (1) to seven (7) directors, as determined by the Board.

**ARTICLE VIII  
INITIAL DIRECTORS**

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

|               |   |
|---------------|---|
| Anthony Amato | 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301 |
| Bob Kutnick   | 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301 |
| David Fee     | 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301 |
| Gerry Holland | 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301 |

The persons named as initial directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman, 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301.

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**ARTICLE X  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 3<sup>rd</sup> day of February 2004.

A handwritten signature in black ink, appearing to read 'Charles B. Pearlman', is written over a horizontal line.

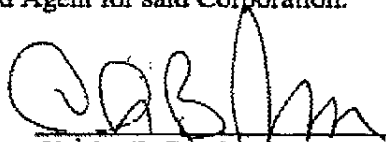
Charles B. Pearlman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

TECHSWAN, INC., a corporation existing under the laws of the State of Florida, with its principal office and mailing address 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, has named Charles B. Pearlman, with his address at 350 E. Las Olas Boulevard, Suite 1700, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Charles B. Pearlman, Incorporator

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