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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

EFFECTIVE DATE

03-09-04

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

two way systems, inc.

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Corporate Filing

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whose election he/she/it has a right to vote, or to cumulate his/her/its votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his/her/its shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE 4.

Period of Duration

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5.

Registered Agent and Address

5.1) Address. The initial business address of the Corporation in the State of Florida is 8134 Blaikie Court, Sarasota, Florida 34240. The Board of Directors may, from time to time, move the

principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the Corporation shall be TOM SWAIN, whose business office is at 8134 Blaikie Court, Sarasota, Florida 34240.

ARTICLE 6.

Data Respecting Directors

6.1) Initial Board of Directors. The initial Board of Directors shall consist of ONE (1) member. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the initial members to the Board of Directors, who shall serve until the first annual meeting of stockholders or until successors shall have been elected and qualified is:

TOM SWAIN
8134 Blaikie Court
Sarasota, FL 34240

6.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time, by amendment of the Bylaws. The number of Directors shall never be less than one (1).

ARTICLE 7.

Incorporator

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is:

TOM SWAIN
8134 Blaikie Court
Sarasota, FL 34240

ARTICLE 8.
Provisions for Regulation of the Internal
Affairs of the Corporation

8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

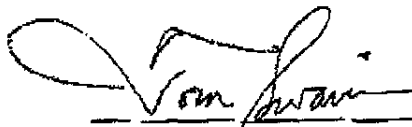
ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto, subject to this reservation.

ARTICLE 10.
Beginning of Corporate Existence

10.1) Beginning of Corporate Existence. Corporate existence for TWO WAY SYSTEMS, INC. shall begin on the 9th day of March, 2004.

Incorporator:



TOM SWAIN

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

TWO WAY SYSTEMS, INC.

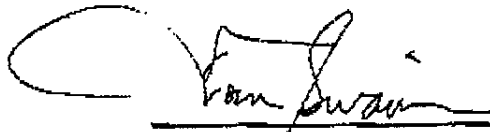
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First, that **TWO WAY SYSTEMS, INC.**, desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation in the County of Sarasota,
State of Florida, has named **TOM SWAIN**, located at 8134 Blaikie Court, Sarasota, Florida 34240,
County of Sarasota, State of Florida, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

(Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



TOM SWAIN

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TALLAHASSEE, FLORIDA

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