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FLORIDA PROFIT CORPORATION OR P.A.

PRO-X MACHINE, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

of

Pro-X Machine, INC.

A Florida For Profit Corporation

Preamble

The undersigned incorporator, a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for said corporation.

## ARTICLE I

Corporate Name

The name of this corporation shall be Pro-X Machine, Inc. The business address of the corporation is 455 10<sup>th</sup> Avenue, Safety Harbor, Florida 34695.

## ARTICLE II

Corporate Duration

This corporation shall have a perpetual existence.

## ARTICLE III

Corporate Purpose

This corporation is organized for the purpose of transacting any and all lawful business including but not limited to precision machining.

## ARTICLE IV

Corporate Stock

The aggregate number of shares that the corporation is authorized to issue is 1,000,000 shares of common stock. The par value of the shares is \$1.00 per share.

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## ARTICLE V

Initial Registered Agent and Registered Office

The name of the initial registered agent of the corporation is Donald McManus, C.P.A.

The address of the initial registered office of the corporation is Donald McManus, C.P.A., 580 B Indian Rocks Road, Belleair Bluffs, Florida 33770

## ARTICLE VI

Board of Directors

The management and control of the corporation shall be vested in a Board of Directors of one or more directors, as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If State law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable State law. The names and addresses of the first Board of Directors of the corporation are:

Donald McManus, C.P.A.  
580 B Indian Rocks Road  
Belleair Bluffs, Florida 33770

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until his successors are duly elected and qualified.

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## ARTICLE VII

Officers

The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer and such other officers as the Board from time to time shall designate. Until the first Board of Directors meeting and until officers are selected, the following named persons shall hold the below designated offices until their successors are elected and qualified:

President: Donald McManus, C.P.A.  
Vice President: Dorothe Smith  
Secretary: Donald McManus, C.P.A.

## ARTICLE VIII

Incorporator

The name and address of the incorporator of the corporation is: Donald McManus, C.P.A., 580 B Indian Rocks Road, Belleair Bluffs, Florida 33770

## ARTICLE IX

Indemnification

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, including any appeal thereof, provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

## ARTICLE X

By-Laws

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

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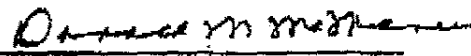
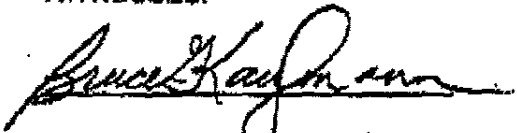
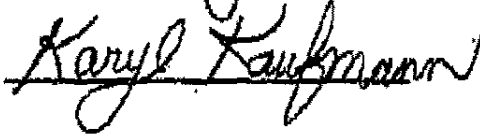
## ARTICLE XI

Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 13 day of July, 2004.

WITNESSES:

  
Incorporator

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICEDEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER  
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PRO-X MACHINE, INC.,
2. The name and address of the registered agent and office is:

DONALD MCMANUS, C.P.A.580 B Indian Rocks Rd.  
Belleair Bluffs, FL 33770

Tel. 727 - 596-3789

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Donald McManus

Signature

7/14/04

Date

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