

20-JUL-2004 10:26AM

FROM: SCHROEDER LARCHE P.A.

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Florida Department of State  
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Account Name : SCHROEDER AND LARCHE, P.A.  
Account Number : I20020000136  
Phone : (561) 241-0300  
Fax Number : (561) 241-0798

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

Voetsak International, Inc.

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

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**ARTICLES OF INCORPORATION  
OF  
VOETSAK INTERNATIONAL, INC.**

**Article I - Name**

The name of the corporation is Voetsak International, Inc.

**Article II - Duration**

This corporation shall have a perpetual existence.

**Article III - Beginning of Corporate Existence**

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

**Article IV - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

**Article V - Address**

The principal place of business or mailing address of this corporation shall be: 2225 S. ocean Blvd., Suite 15, Delray Beach, Florida 33483. The Board of Directors may from time to time move the place of business of this corporation.

**Article VI - Capital Stock**

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**Article VII - Initial Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A., 120 East Palmetto Park Road, Suite 150, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder, Esq.

MICHAEL A. SCHROEDER, ESQ.  
SCHROEDER AND LARCHE, P.A.  
120 East Palmetto Park Road  
Suite 150  
Boca Raton, FL 33432  
(561)241-0300

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**Article VIII - Initial Board of Directors**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Jack Spilsbury, President  
2225 South Ocean Blvd.  
Suite 15  
Delray Beach, Florida 33483

George Lovelind, Vice President  
2225 South Ocean Blvd.  
Suite 15  
Delray Beach, Florida 33483

Wayne Heal, Secretary/Treasurer  
2225 South Ocean Blvd.  
Suite 15  
Delray Beach, Florida 33483

**Article IX - Incorporator**

The name and address of the person signing these Articles as incorporator is: Michael A. Schroeder, Esq., Schroeder and Larche, P.A., 120 East Palmetto Park Road, Suite 150, Boca Raton, Florida 33432.

**Article X - Powers**

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article XI - Indemnification**

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

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Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

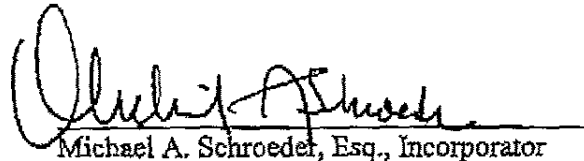
**Article XII - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

**Article XIII - Bylaws**

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

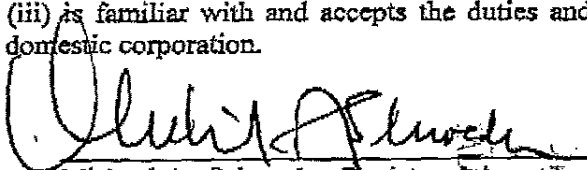
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of July, 2004.

  
Michael A. Schroeder, Esq., Incorporator

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: July 20, 2004

  
Michael A. Schroeder, Registered Agent  
c/o Schroeder and Larche, P.A.  
120 East Palmetto Park Road  
Suite 150  
Boca Raton, Florida 33432

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