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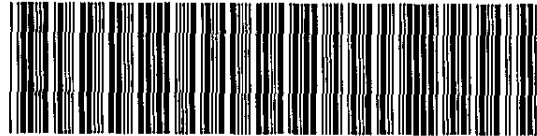
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DIVISION OF REGISTRATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 847444 9760A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : August 13, 2004

ORDER TIME : 10:03 AM

ORDER NO. : 847444-005

CUSTOMER NO: 9760A

CUSTOMER: Taylor White, Esq
Taylor White, Esq

Suite 101
1650 Northeast 26th Street
Ft. Lauderdale, FL 33305

DOMESTIC FILING

NAME: CLAYTONICS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

CLAYTONICS CORP.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be: CLAYTONICS CORP.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To engage in or transact any lawful business for which Corporations may be incorporated under applicable statutes or rules of law and engage in and transact any lawful business not specifically prohibited by statute or rule of law.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing purposes.

ARTICLE IV

The street address of the Registered Office of the Corporation is: 1650 Northeast 26 Street, Fort Lauderdale, FL 33305 and the name of its Registered Agent is: H. Taylor White, Esquire. The initial principal place of business of the corporation shall be: 647 Middle River Drive, Fort Lauderdale, Florida 33304.

ARTICLE V

The Number of Directors constituting the initial Board of Directors of the Corporation is

One (1), but the same shall not be construed as requiring more Directors than as otherwise required by applicable Laws of Florida or by the By-Laws of this Corporation to be adopted.

ARTICLE VI

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share.

ARTICLE VII

The names and addresses of the incorporators, subscribers and directors are: Steven D. Clayton, 647 Middle River Drive, Fort Lauderdale, FL 33304.

ARTICLE VIII

1. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he was or is a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue, or matter as to which such person is adjudged liable for one or more of intentional tort, negligence, or misconduct in the

performance or non-performance of his duty to the Corporation unless, and only to the extent that, the Court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

2. The Corporation may also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent meet any appropriate standard of conduct.

3. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

4. In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful or intentional misconduct, under any resolution or agreement duly adopted by a majority of

disinterested directors, or duly authorized by a majority of stockholders.

5. If any expense or other amounts are paid by way of indemnification, otherwise than by Court order or action by the Stockholders, the Corporation shall, not later than the time of delivery to the Stockholders of written notice of the next annual meeting, unless such meeting is held within 30 days from the date of such payment, and, in any event, within 60 days from the date of such payment, delivered by mail to each Stockholder of record, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or a threatened litigation.

ARTICLE IX

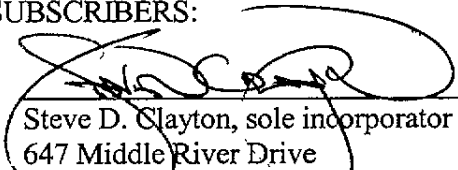
All of the issued and outstanding shares of the Corporation may be made subject to restrictions on their transferability or other restrictions by Agreement between the holders of such shares of the Corporation, in the event that there shall be more than one Shareholder and the parties (Shareholders) so agree. In the event that such an Agreement is created, a copy of such Agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by Stockholders of record of the Corporation at reasonable times and upon reasonable notice.

ARTICLE X

THE UNDERSIGNED being the original subscriber(s) and incorporator(s) of the foregoing Corporation does hereby certify that the foregoing constitutes the Charter of the above Corporation.

WITNESS my hand and seal this 12 day of August, 2004.

INCORPORATORS AND SUBSCRIBERS:


Steve D. Clayton, sole incorporator and subscriber
647 Middle River Drive
Fort Lauderdale, FL 33304

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments and render oaths in the State and County aforesaid, personally appeared Steven D. Clayton, to me well known to be, or who presented _____ as identification, the person or persons described as the incorporator and subscriber of and who executed the foregoing Articles of Incorporation and acknowledged before me that she/he/they subscribed to these Articles of Incorporation.

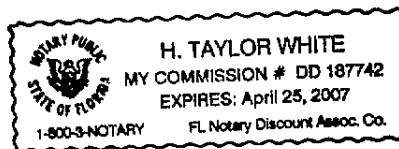
WITNESS my hand and official seal in the County and State aforesaid, this 12 day of August, 2004.



Notary Public (signature)

My Commission expires:

(Printed name of Notary)



REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation Claytonics Corp. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____



Registered Agent

H. Taylor White, Esquire

1650 N.E. 26 Street, Suite 101

Fort Lauderdale, Florida 33305

(954) 630-9955

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