

03/09/2007

Division of Corporations

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To:

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

From:

Account Name : GREENE & LEE, P.L.
Account Number : I20070000039
Phone : (407) 648-1700
Fax Number : (407) 648-0071

FLORIDA PROFIT/NON PROFIT CORPORATION

NXTOOL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NXTOOL, INC.

The undersigned incorporator, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits, and obligations conferred and imposed by the said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the corporation shall be NXTOOL, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida Business Corporation Act, as in effect from time to time.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of Capital Stock authorized shall consist of FIVE MILLION (5,000,000) shares of common voting stock having a par value of \$0.01 per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of the Corporation. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as

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declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V

NO SHARES ISSUED IN SERIES

The shares of the Capital Stock of the Corporation are not to be issued in series.

ARTICLE VI

NO PRE-EMPTIVE RIGHTS

No holder of shares of the Capital Stock of any class of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for the subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this Article, the expression "convertible obligations" shall include any notes, bonds, or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power to do so in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VII

AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901 of the Florida Statutes, expressly elects not to be governed by the said Section, pertaining to Affiliated Transactions.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall have the authority to indemnify any officer, director or employee

of the Corporation or any former officer, director or employee of the Corporation in accordance with its Bylaws, pursuant to an agreement authorized by the Board of Directors with such person or as otherwise permitted under the Florida Business Corporation Act.

ARTICLE IX

INITIAL CORPORATE ADDRESS AND REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is c/o 111 North Orange Avenue, Suite 1450, Orlando, Florida 32801. The street address of the initial registered office of the Corporation is 111 North Orange Avenue, Suite 1450, Orlando, Florida 32801. The name of the initial registered agent of this Corporation at that address is Greene & Lee, P.L.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Mr. Steve Lowder
141 Winghurst Boulevard
Orlando, Florida 32828

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Mr. Steve Lowder
141 Winghurst Boulevard
Orlando, Florida 32828

ARTICLE XII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Business Corporation Act, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIII

PROVISIONS FOR THE REGULATION OF
THE INTERNAL AFFAIRS OF THE
CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and the Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside the state of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) The Board of Directors may elect various individuals, whether or not they are members of the Board of Directors, to serve the Corporation as officers. Said officer positions shall be described in the Corporation's Bylaws. Any officers of the Corporation may be removed


either with or without cause at any time by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officers or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(j) The Board of Directors may adopt a set of Bylaws which shall regulate further the affairs of this Corporation. The Bylaws of the Corporation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which may have been adopted at any Shareholders' meeting. The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

[Signatures Appear on the following pages]

IN WITNESS WHEREOF, the above-named Incorporator has hereunto
subscribed his name this 28 day of February 2007.

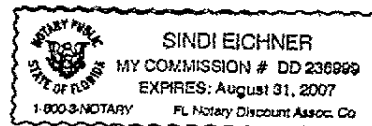

Steve Lowder, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared
Steve Lowder, to me well known and well known to me to be the person
described in and who subscribed their name to the foregoing Articles of Incorporation and who
acknowledged before me that they executed said Articles of Incorporation for the uses and purposes
therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 28th day of
February, 2007.


Notary Public, State of Florida
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN
COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

NXTOOL INC., desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Orlando, Florida, has named Greene & Lee, P.L. located at 111 North Orange Avenue, Suite 1450, Orlando, Florida 32801 as its AGENT FOR ACCEPTANCE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Steve Lowder

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in this certificate, the undersigned, by and through its duly elected manager, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: February 28, 2007

Greene & Lee, P.L.

By: _____

Robert Q. Lee, Manager

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AND
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