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TALLAHASSEE, FLORIDA

08 JUN 27 PM 1:33

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AND
FILED

mm 6/27/08

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Panoptic Group, Inc.

The enclosed Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas W. Hill
1318 Lafayette Street
Cape Coral, FL 33904

For further information concerning this matter, please call:

Thomas W. Hill at (239) 549-2444

Enclosed is a check in the following amount:

(\$87.50) Filing Fee
(Additional copy is enclosed)

Street Address:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**ARTICLES OF INCORPORATION
OF**

THE PANOPTIC GROUP, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **The Panoptic Group, Inc.** hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF BUSINESS

The Corporation shall engage in the business of retail sales.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1318 Lafayette Street, Cape Coral, Florida 33904. The mailing address is 1318 Lafayette Street, Cape Coral, Florida 33904.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

David G. Lincoln
1318 Lafayette Street
Cape Coral, FL 33904

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President: David G. Lincoln

ARTICLE 6 – DIRECTOR(S)

The Director(s) of the Corporation shall be:

David G. Lincoln
1318 Lafayette Street
Cape Coral, FL 33904

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ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive

7.4 No holder shall be entitled to receive the net assets of the Corporation. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary to convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 1318 Lafayette Street, Cape Coral, FL 33904. The name and address of the registered agent of this Corporation is David G. Lincoln, 1318 Lafayette Street, Cape Coral, FL 33904.

ARTICLE 13 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

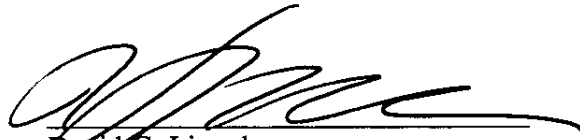
ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24, day of JUNE, 2008.


David G. Lincoln

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

David G. Lincoln having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the positions of Registered Agent under the applicable provisions of the Florida Statutes.


David G. Lincoln
Registered Agent

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TALLAHASSEE, FLORIDA

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