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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

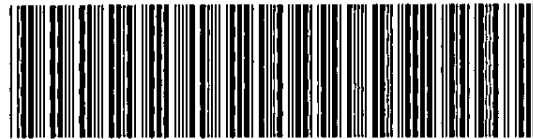
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. Tadlock FEB 12 2009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spectre Materials Sciences, Inc.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Kera J. Draetta, Senior Paralegal
(Contact Person)

Butzel Long, P.C.
(Firm/Company)

1200 N Federal Highway Suite 420
(Address)

Boca Raton, FL 33432
(City, State and Zip Code)

For further information concerning this matter, please call:

Kera J. Draetta at (561) 362-3443
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input checked="" type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

BUTZEL LONG
ATTORNEYS AND COUNSELORS

Suite 420 1200 North Federal Highway
Boca Raton, Florida 33432
Telephone: 561 368-2151 Fax: 561-368-4668
butzel.com

FAX COVER SHEET**Please deliver the following Pages to:**

Name : BRENDA TADLOCK
Firm : Florida Secretary of State
City & State: Tallahassee, Florida
Fax Number: 850/245-6030
File Reference: Spectre Materials Sciences, Inc.

From:

Name : Kera Draetta
Date : February 10, 2009
Phone : 561/362-3443

☐ Please confirm receipt

MESSAGE

Attached please find page 2 of the Articles of Incorporation of Spectre Materials Sciences, Inc. Please note that the titles of the officers have been inserted beneath the corresponding name under Article VI.

Thank you.

Number of Pages (including this cover page): Two

If you do not receive all of the pages, please call back as soon as possible

Contact Number: 561/362-4886

This material is intended only for the individual or entity to whom or which it is addressed. It may contain privileged, confidential information which is exempt from disclosure under applicable laws. If you are not the intended recipient, please note that you are strictly prohibited from disseminating or distributing this material (other than to the intended recipient) or copying this material. If you have received this communication in error, please notify us immediately by telephone and return this material (and all copies) to us by mail at the above address. On request, we will reimburse you for any cost of return. Thank you.

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Spectre Material Sciences, LLC

LO8-38222

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
 (Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on April 16, 2008

(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Spectre Materials Sciences, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____
 (The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 26th day of January, 2009.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: Timothy Mohler Title: Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: [Signature]
Printed Name: Timothy Mohler Title: Manager

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION
OF
SPECTRE MATERIALS SCIENCES, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is SPECTRE MATERIALS SCIENCES, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 at \$1.00 par value common shares.

ARTICLE IV

The street address of the Corporation shall be 560 Village Drive, West Palm Beach, FL 33409. The name of the Corporation's initial registered agent is John J. Raymond, Jr., located at BUTZEL LONG, P.C., 1200 North Federal Highway, Suite 420, Boca Raton, FL 33432.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is five (5). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Charles Mohler	560 Village Drive Suite 250 West Palm Beach, FL 33409
Ciaran Swords	560 Village Drive Suite 250 West Palm Beach, FL 33409

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Timothy Mohler	560 Village Drive Suite 250 West Palm Beach, FL 33409
Jonathan Mohler	560 Village Drive Suite 250 West Palm Beach, FL 33409
Kevin Coffey	560 Village Drive Suite 250 West Palm Beach, FL 33409

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The names and addresses of the initial officers are:

Charles Mohler President	560 Village Drive Suite 250 West Palm Beach, FL 33409
Ciaran Swords Senior Vice President and Treasurer	560 Village Drive Suite 250 West Palm Beach, FL 33409
Timothy Mohler Senior Vice President of Business Development	560 Village Drive Suite 250 West Palm Beach, FL 33409
Jonathan Mohler Senior Vice President of Technology	560 Village Drive Suite 250 West Palm Beach, FL 33409
Kevin Coffey Senior Vice President of Technology	560 Village Drive Suite 250 West Palm Beach, FL 33409

ARTICLE VII

The name and address of the incorporator is Timothy Mohler, 560 Village Drive, Suite 250, West Palm Beach, FL 33409.

ARTICLE VIII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE IX

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE X

Directors and officers of this Corporation need not be residents of the State of Florida, unless otherwise provided in the by-laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the by-laws.

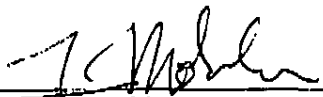
ARTICLE XI

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreements is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 26th day of January, 2009



Timothy Mohler
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That SPECTRE MATERIALS SCIENCES, INC., desiring to organize under the laws of the State of Florida, with its principal place of business and mailing address at 560 Village Drive, Suite 250, West Palm Beach, FL 33409, has named John J. Raymond, Jr., located at BUTZEL LONG, P.C., Suite 420, 1200 North Federal Highway, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


John J. Raymond, Jr.