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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

ERS TECHNOLOGIES INC.

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**ARTICLES OF INCORPORATION
OF**

ERS TECHNOLOGIES INC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

THE NAME OF THE CORPORATION IS: **ERS TECHNOLOGIES INC.**

ARTICLE II

THE CORPORATION MAY ENGAGE IN OR TRANSACT IN ANY OR ALL ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AN AGREGATE NUMBER OF TEN THOUSAND (10,000) SHARES OF ONE CLASS OF COMMON STOCK HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE. THIS CONSIDERATION TO BE PAID FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE IV

ALL SHAREHOLDERS OF THE CORPORATION SHALL BE VESTED WITH FULL PREEMTIVE RIGHTS.

ARTICLE V

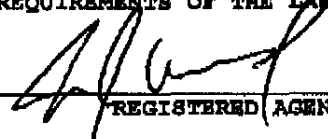
THE CORPORATION INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF THE STATE OF FLORIDA IS:

**JAMES WOOD
9663 HWY 20 WEST
FREEPORT, FLORIDA 32439**

THE INITIAL PRINCIPAL OFFICE IS:

**9663 HWY 20 WEST
FREEPORT, FLORIDA 32439**

HAVING BEEN NAMED INITIAL REGISTERED AGENT FOR THIS CORPORATION, I HEREBY ACCEPT SUCH AND CONSENT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH ALL THE REQUIREMENTS OF THE LAW PERTAINING THERETO.

x 
REGISTERED AGENT

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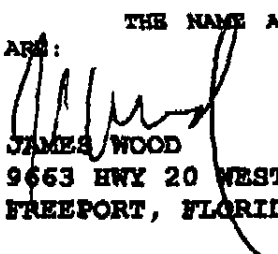
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ARTICLE VI

THE NUMBER OF DIRECTORS CONTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO ,THE NUMER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII

THE NAME AND ADDRESS OF THE MEMBER OF THE BOARD OF DIRECTORS ARE:


JAMES WOOD
9663 HWY 20 WEST
FREEPORT, FLORIDA 32439


MIGUEL FERNANDEZ
9663 HWY 20 WEST
FREEPORT, FLORIDA 32439

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

JAMES WOOD
9663 HWY 20 WEST
FREEPORT, FLORIDA 32439

ARTICLE IX

THE NAMES, ADDRESS AND TITLES OF THE DIRECTORS/OFFICERS ARE:

MIGUEL FERNANDEZ
9663 HWY 20 WEST
FREEPORT FL 32439.....DIRECTOR/PRESIDENT

JAMES WOOD
9663 HWY 20 WEST
FREEPORT, FL 32439.....DIRECTOR/VICE-PRESIDENT

MIGUEL FERNANDEZ
9663 HWY 20 WEST
FREEPORT, FL 32439.....DIRECTOR/SECRETARY

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SAN PEDRO SULA, HONDURAS



INCORPORATOR

STATE OF FLORIDA

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