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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Gulf Photonics, Inc.**

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ARTICLES OF INCORPORATION  
OF  
GULF PHOTONICS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is GULF PHOTONICS, INC.

Article II - Principal Place of Business

The mailing address and principal place of business of this corporation is 148 Dunbar Avenue, Unit B, Oldsmar, FL 34677.

Article III - Duration

This corporation shall exist for a perpetual period.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Article VI - Preferences, Limitations and Relative Rights of  
Shares of Capital Stock

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 148 Dunbar Avenue, Unit B, Oldsmar, FL 34677, and

the name of the initial registered agent of this corporation at that address is Patrick Bennetts. Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By: \_\_\_\_\_

Patrick Bennetts

Article VIII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors are:

Patrick Bennetts  
148 Dunbar Avenue, Unit B  
Oldsmar, FL 34677

Craig Vogeley  
148 Dunbar Avenue, Unit B  
Oldsmar, FL 34677

Article IX - Incorporator

The names and addresses of the persons signing these articles are:

Patrick Bennetts  
148 Dunbar Avenue, Unit B  
Oldsmar, FL 34677

Christopher Kerns  
148 Dunbar Avenue, Unit B  
Oldsmar, FL 34677

Craig Vogeley  
148 Dunbar Avenue, Unit B  
Oldsmar, FL 34677

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

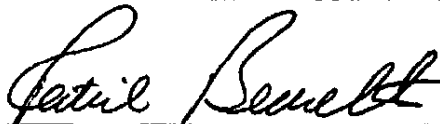
Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

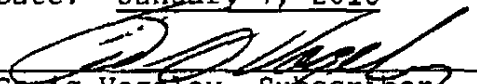
Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on the date indicated below their signatures.



Patrick Bennetts, Subscriber  
Date: January 7, 2010



Craig Vogele, Subscriber  
Date: January 07, 2010



Christopher Kerns, Subscriber  
Date: January 7, 2010

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared PATRICK BENNETTS, who is personally known to me or who produced a valid driver's license as identification, and he acknowledged before me that he executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7th day of January, 2010.

  
Notary Public

My Commission Expires: 3/9/12

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CRAIG VOGLEY, who is personally known to me or who produced a valid driver's license as identification, and he acknowledged before me that he executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7 day of January, 2010.

  
Notary Public

My Commission Expires: 3/9/12

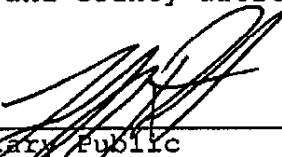
STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CHRISTOPHER KERNS, who is personally known to me or who produced a valid driver's license as identification, and he acknowledged before me that he executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7th day of January, 2010.



  
\_\_\_\_\_  
Notary Public

My Commission Expires: 3/9/12