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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Nation Technologies Group, Inc.**

Certificate of Status	0
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September 16, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
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SUBJECT: NATION TECHNOLOGIES GROUP, INC.  
REF: W10000043580

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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Claretha Golden  
Regulatory Specialist II  
New Filing Section

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NATION TECHNOLOGIES GROUP, INC.**

The undersigned natural person, acting as organizer of a for-profit corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME; ADDRESS**

The entity being formed is a for-profit corporation. The name of such corporation is NATION Technologies Group, Inc. (the "*Corporation*"). The principal office address of the Corporation is 951 Market Promenade Avenue, Suite 2107, Lake Mary, Florida 32746.

**ARTICLE II**  
**DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III**  
**PURPOSE**

The purpose or purposes for which the Corporation is organized are to transact any and all lawful business for which for-profit corporations may be incorporated under the Florida Statutes.

**ARTICLE IV**  
**SHARES**

The total number of shares of which the Corporation shall have authority to issue is One Hundred Ten Million (110,000,000), of which One Hundred Million (100,000,000) shall be Common Stock with a par value of \$0.00001 per share, and Ten Million (10,000,000) shall be Preferred Stock with a par value of \$0.01 per share.

(a) Preferred Stock. The Board of Directors is hereby empowered to cause the Preferred Stock to be issued from time to time in one or more series, and to fix or alter the voting powers, designations, preferences and relative participating, optional or other special rights, rights and terms of redemption, the redemption price or prices and the liquidation preferences of any series of Preferred Stock within the limitations set forth by the Florida Statutes.

(b) Series A Preferred Stock. The powers, designations, preferences and relative participating, optional and other special rights, and the qualifications, limitations and restrictions of the Corporation's Series A Preferred Stock are hereby fixed as set forth below:

1. Designation and Number of Shares. The shares of such series shall be designated as "*Series A Convertible Preferred Stock*", and the number of shares constituting such series shall be Two Million (2,000,000), \$0.01 par value per share (such shares being referred to as the "*Series A Preferred Stock*"). The number of shares of the Series A Preferred Stock may be increased or decreased; provided, however, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares then outstanding.

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2. Rank. With respect to dividend rights, redemption rights and rights on liquidation, dissolution or winding up, the Series A Preferred Stock will rank senior to the following capital stock of the Corporation: (a) the Common Stock; and (b) all hereafter created series of Preferred Stock.

3. Dividends. The holders of the Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the funds of the Corporation legally available therefore, and the Corporation shall be bound to pay thereon, from such funds, dividends at an annual rate of eight percent (8%) of the Value (as defined in Section 7(i)) per share of Series A Preferred Stock, payable annually in cash or stock, at the option of the Corporation. Such dividends shall be paid in preference to the holders of any other class of capital stock or series thereof. Such dividends shall commence to accrue on the date any shares of the Series A Preferred Stock are first issued and outstanding and shall be available to holders of record on the record date as fixed by the Board of Directors. Such dividends shall be cumulative. If the dividend on the Series A Preferred Stock for any period shall not have been paid or set apart in full, no asset which is by law available for the payment of dividends shall be paid or set aside for the purchase or redemption of any class of capital stock, or any series thereof, of the Corporation.

If dividends are paid in shares of Common Stock, the number of shares of Common Stock payable as such dividend to each holder shall be equal to the cash amount of such dividend payable to such holder on such dividend payment date divided by (i) the average closing price of the Common Stock on the exchange on which the Corporation's Common Stock primarily trades for the three (3) trading days prior to such dividend payment date, or, if the Common Stock is not publicly traded on the dividend payment date, either (ii) the book value per share of Common Stock as of the end of the most recent accounting period prior to such dividend payment date, or (iii) the value per share of the Common Stock as determined by an independent valuation, at the option of the Corporation.

4. Redemption.

(i) Subject to the other provisions of this Section 4 and applicable law, the Corporation shall have the right, but not the obligation, to redeem, in whole or in part, the Series A Preferred Stock at any time after twelve (12) months and before receipt of a Conversion Notice at a price equal to one hundred twenty percent (120%) of the Value.

(ii) If notice of redemption shall have been duly given or if the Corporation shall have granted to a bank or trust company an irrevocable written authorization promptly to give or complete such notice and pay all amounts due to the holders of shares called for redemption and if, on or before the redemption date specified in such notice, all funds necessary for redemption (including an amount equal to the accumulated and unpaid dividends thereon to the date fixed for redemption) shall have been deposited by the Corporation with the bank or trust company designated in such notice, in trust for the pro rata benefit of the holders of the shares so called for redemption, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, from and after the time of such deposit (or from and after the redemption date if such notice shall fail to state that the holders of the shares called for redemption may receive their redemption price at any time after such deposit), all shares with respect to which such deposit shall have been made shall no longer be deemed to be outstanding and all rights with respect to such shares shall cease and terminate, except for the right of the holders of the certificates, upon surrender thereof, to receive the redemption

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price out of the funds so deposited, without interest. Any interest accrued on such funds shall be paid to the Corporation from time to time.

(iii) Any shares of Series A Preferred Stock redeemed by the Corporation shall be deemed canceled and may thereafter be reissued as Series A Preferred Stock or any other series of Preferred Stock at a price set by the Board of Directors.

5. Liquidation, Dissolution or Winding Up.

(i) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, after and subject to the payment in full of all amounts required to satisfy in full any and all debts, liabilities and obligations of the Corporation, but before any payment shall be made to the holders of the Common Stock or any shares of any class or series of shares of the Corporation, or any instrument or security directly or indirectly convertible into or exercisable or exchangeable for shares of any class or series of the Corporation, whose preference or priority as to rights on liquidation, dissolution or winding up is junior to any such preference or priority of the Series A Preferred Stock (such Common Stock and other securities being collectively referred to as "*Junior Stock*"), an amount per share equal to the greater of (a)(i) the consideration paid to the Corporation for such share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such share) plus (ii) all accrued and unpaid dividends on such share, or (b) the per share amount a holder of Series A Preferred Stock would have been entitled to receive if such holder had exercised its conversion rights provided herein immediately prior to the liquidation, dissolution or winding up of the Corporation, whether or not the Corporation then has sufficient authorized but unissued Common Stock to effect such conversion ("*Liquidation Value*"). If upon any such liquidation, dissolution or winding up of the Corporation the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock and the holders of any class or series of stock ranking on liquidation on a parity with the Series A Preferred Stock shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(ii) After the payment of all preferential amounts required to be paid to the holders of the Series A Preferred Stock and any other class or series of stock of the Corporation ranking on liquidation on a parity with the Series A Preferred Stock, any remaining assets available for distribution shall be distributed to the holders of Junior Stock (in proportion to their respective ranking on liquidation) and no further distributions shall be made to the holders of Series A Preferred Stock.

(iii) For purposes of this Section 5, if any assets distributed to shareholders upon liquidation, dissolution or winding up of the Corporation consist of property other than cash, the amount of such distribution shall be deemed to be the fair market value of such property at the time of such distribution, as determined in good faith by the Board of Directors.

6. Voting. The holders of Series A Preferred Stock shall not have voting rights.

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7. Conversion. The holders of Series A Preferred Stock shall have conversion rights and obligations as follows:

(i) Upon the occurrence of an "Event" (as defined below), any holder of Series A Preferred Stock (a "Holder") may, and at any time following the occurrence of an Event a Holder shall, upon request and notification by the Corporation, convert any whole number of shares of Series A Preferred Stock in accordance with this Section 7. For the purposes of conversion, the Series A Preferred Stock shall be valued at USD\$0.25 per share ("Value"), and, if converted, the Series A Preferred Stock shall be converted into such number of shares of Common Stock of the Corporation (the "Conversion Shares") as is obtained by dividing the aggregate Value of the shares of Series A Preferred Stock so converted by the "Conversion Price." For purposes of this Section 7, the "Conversion Price" means USD\$0.21, which reflects a one hundred twenty percent (120%) conversion premium. The number of Conversion Shares so determined shall be rounded to the nearest whole number of shares. For purposes of this Section 7, an "Event" is defined as (a) the date of the Corporation's initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of the Corporation's Common Stock to the public; (b) the date as of which the Corporation becomes a reporting company through a reverse merger, share exchange or other means; or (c) upon a "Change of Control" of the Corporation, defined as the date that any person or group of persons (other than the shareholders of the Corporation as of the date of first issuance of shares of Series A Preferred Stock) shall have acquired beneficial ownership (within the meaning of Rule 13d-3 promulgated by the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934, as amended) of fifty-one percent (51%) or more of the issued and outstanding shares of capital stock of the Corporation having the right to vote for the election of directors of the Corporation under ordinary circumstances.

(ii) The conversion right provided above may be exercised only by a Holder, in whole or in part, by execution and delivery of a Notice of Conversion (herein so called) and the surrender of the share certificates representing the Series A Preferred Stock to be converted at the principal office of the Corporation (or at such other place as the Corporation may designate in a written notice sent to the Holder by first-class mail, postage prepaid, at its address shown on the books of the Corporation) against delivery of that number of Conversion Shares as shall be computed by dividing (1) the aggregate Value of the Series A Preferred Stock so surrendered, if any, by (2) the Conversion Price. Each Series A Preferred Stock certificate surrendered for conversion shall be endorsed by its Holder. In the event of exercise of the conversion right, (i) share certificates representing the Conversion Shares shall be delivered to such Holder within 10 business days after receipt by the Corporation of the original Notice of Conversion and the certificates representing the Series A Preferred Stock (the tenth business day after receipt of such original documents, not counting the date of receipt, being the "Delivery Date"), and (ii) unless the Series A Preferred Stock has been fully converted, a new share certificate representing the Series A Preferred Stock not so converted shall also be delivered to such Holder on or before such Delivery Date, or carried on the Corporation's ledger, at the Holder's option. Any Holder may exercise its right to convert the Series A Preferred Stock by telecopying an executed and completed Notice of Conversion to the Corporation, and within 72 hours thereafter, delivering the original Notice of Conversion and the certificates representing the Series A Preferred Stock to the Corporation by express courier. Each date on which a telecopied Notice of Conversion is received by the Corporation in accordance with the provisions hereof shall be deemed a Conversion Date. The Corporation will cause delivery of the Conversion Shares (together with the certificates representing the Series A Preferred Stock not so converted, if requested) to the Holder via express courier on or

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before the Delivery Date if the Corporation has received the original Notice of Conversion and Series A Preferred Stock certificates being so converted in accordance with this Section.

(iii) All Conversion Shares will, upon issuance, be duly issued, fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issuance thereof.

(iv) Notwithstanding the provisions hereof, in no event shall the Holder be entitled to convert any Series A Preferred Stock in excess of that number of shares upon conversion of which the sum of (1) the number of shares of Common Stock beneficially owned by the Holder and its affiliates (other than shares of Common Stock which may be deemed beneficially owned through the ownership of the unconverted portion of the Preferred Stock), and (2) the number of Conversion Shares with respect to which the determination of this proviso is being made, would result in beneficial ownership by the Holder and its affiliates of more than 4.9% of the outstanding shares of Common Stock. For purposes of the immediately preceding sentence, beneficial ownership shall be determined in accordance with Rule 13d-3 promulgated by the Commission, except as otherwise provided in the parenthetical language contained in clause (1) of such sentence. To the extent that the limitation contained in this Section 7(iv) applies, the determination of whether shares of Series A Preferred Stock are convertible (in relation to other securities owned by a Holder) and of which shares of Series A Preferred Stock are convertible shall be in the sole discretion of such Holder, and the submission of shares of Series A Preferred Stock for conversion shall be deemed to be such Holder's determination that such shares of Series A Preferred Stock are convertible (in relation to other securities owned by such Holder) and such Holder's determination of which shares of Series A Preferred Stock are convertible, in each case subject to such aggregate percentage limitation, and the Corporation shall have no obligation to verify or confirm the accuracy of such determination. The provisions of this Section 7(iv) may be waived by a Holder as to itself (and solely as to itself) upon not less than 65 days prior notice to the Corporation, and the provisions of this 7(iv) shall continue to apply until such 65th day (or later, if stated in the notice of waiver).

(v) If on any date: (a) the Common Stock is listed for trading on The NASDAQ Stock Market (or any other subsequent market or other stock exchange with similar listing rules relating to the issuance of stock) ("*NASDAQ*"), (b) the number of shares of Common Stock to be issued upon the conversion of Series A Preferred Stock, combined with all other issuances of Common Stock which, under the requirements of NASDAQ are required to be aggregated with such issuance for determining the need for shareholder approval ("*Shareholder Approval*") for the listing of the shares to be issued on NASDAQ, would equal or exceed 19.9% of the total number of shares of the Common Stock outstanding immediately prior to the original issuance date (the "*Issuable Maximum*") and (c) the issuance of shares of Common Stock in excess of the Issuable Maximum has not been approved by the shareholders of the Corporation in accordance with the applicable rules and regulations of NASDAQ, then to the extent that the conversion of Series A Preferred Stock would result in the issuance of shares of Common Stock in excess of a Holder's pro rata allocation of the Issuable Maximum (the "*Excess Amount*"), the Corporation shall use its reasonable best efforts to obtain the Shareholder Approval applicable to such issuance as soon as possible, but in any event not later than the 100th day after such request (the "*Approval Date*") unless the Corporation has previously used its reasonable best efforts to, but has failed to, obtain such approval; provided, however, that such Shareholder Approval will satisfy the applicable rules and regulations of NASDAQ. If such Shareholder Approval is not obtained by the Approval Date, then the Corporation shall be required, within one hundred (100) days of the Approval Date, to redeem, from funds legally available therefor at the time of such redemption, in cash, shares of Series A Preferred Stock from each Holder in an amount equal to the Excess Amount, at a price per

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share equal to one-hundred and twenty percent (120%) of the Value, and other amounts due in respect of such shares up to the date of such redemption.

8. Adjustments to Conversion Price.

(i) Adjustments for Subdivisions, Common Stock Dividends, Combinations or Consolidations of Common Stock. In the event the outstanding shares of Common Stock shall be subdivided or increased, by stock split or stock dividend, into a greater number of shares of Common Stock, the Conversion Price then in effect shall be proportionately decreased, concurrently with the effectiveness of such subdivision or payment of such stock dividend. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Price then in effect shall be proportionately increased, concurrently with the effectiveness of such combination or consolidation.

(ii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination or shares provided for above), the Conversion Price then in effect shall be proportionately adjusted, concurrently with the effectiveness of such reorganization or reclassification, such that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change.

(iii) Adjustments for Merger, Sale, Lease or Conveyance. In the event of any consolidation with or merger of the Corporation with or into another entity, or in case of any sale, lease or conveyance to another person or entity of the assets of the Corporation as an entirety or substantially as an entirety, the Series A Preferred Stock shall after the date of such consolidation, merger, sale, lease or conveyance be convertible into the number of shares of stock or other securities or property (including cash) to which the Common Stock issuable (at the time of such consolidation, merger, sale, lease or conveyance) upon conversion of the Series A Preferred Stock as the case may be, would have been entitled upon such consolidation, merger, sale, lease or conveyance; and in any such case, if necessary, the provisions set forth herein with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock shall be appropriately adjusted so as to be applicable, as nearly as may reasonably be, to any shares of stock or other securities or property thereafter deliverable on the conversion of the shares of Series A Preferred Stock.

(iv) Other Provisions Applicable to Adjustment under this Section. The number of shares of Common Stock at any time outstanding shall not include any shares thereof then directly or indirectly owned or held by or for the account of the Corporation.

9. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to Section 8, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment in accordance with the terms hereof and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock,

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furnish or cause to be furnished to such holder a like certificate setting forth (a) such adjustments and readjustments, (b) the Conversion Price at the time in effect, and (c) the number of Conversion Shares and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

10. Notices of Record Date. In the event that the Corporation shall propose at any time to merge or consolidate with or into any other entity, or sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up, then, in connection with each such event, the Corporation shall send to the holders of the Series A Preferred Stock reasonable prior written notice by first class mail, postage prepaid, addressed to the holders of Series A Preferred Stock at the address for each such holder as shown on the books of the Corporation. Any such proposed action shall at all times be subject to the rights, preferences and privileges of the Series A Preferred Stock.

11. No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action (other than actions taken in good faith), avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but will at all times in good faith assist in taking all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

12. Reservation of Common Stock. The Corporation shall, at all times when the Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock. If the Corporation shall not have sufficient authorized but unissued Common Stock for the purpose of effecting the conversion of all of the Series A Preferred Stock outstanding from time to time and reserving the number of shares required by the immediately preceding sentence, it shall nonetheless reserve and keep available such number of its duly authorized shares of Common Stock as is in fact available as of that date and shall, at each meeting of shareholders after the date thereof, submit and recommend to its shareholders (subject to the exercise of its fiduciary duties under applicable law) a proposal to increase the number of its authorized shares of Common Stock until such time as the Corporation's Articles of Incorporation shall have been amended to increase the number of authorized shares of Common Stock to such number as would, at a minimum, permit the reservation by the Corporation of sufficient shares to allow conversion of all shares of the Series A Preferred Stock as provided herein. The inability of the Corporation to reserve the required number of shares of Common Stock required by this Section shall have no impact on the rank, rights, preferences and privileges of the Series A Preferred Stock, all of which shall be interpreted and applied as if the Corporation had sufficient shares of Common Stock authorized but unissued to effect any conversion. Before taking any action which would cause an adjustment reducing the Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock or which would cause the effective purchase price for the Series A Preferred Stock to be less than the par value of the shares of Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of such Common Stock at such adjusted Conversion Price or effective purchase price, as the case may be.

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13. No Adjustment. Upon any voluntary conversion of the Series A Preferred Stock, no adjustment to the conversion rights shall be made for declared but unpaid dividends on the Series A Preferred Stock surrendered for conversion or on the Common Stock delivered.

14. Cancellation of Preferred Stock. All shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices, shall forthwith cease and terminate except only the right of the holders thereof to receive Conversion Shares in exchange therefore and to receive payment of any declared but unpaid dividends thereon. Any shares of Series A Preferred Stock so converted shall be retired and canceled and shall not be reissued by the Corporation; provided, however, that each such share, after being retired and canceled, shall be restored to the status of an authorized but unissued share of Preferred Stock without designation as to series and may thereafter be issued as a share of Preferred Stock not designated as Series A Preferred Stock; and the Corporation may from time to time take such appropriate action as may be necessary to reduce the authorized Series A Preferred Stock accordingly.

#### ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is Capitol Corporate Services, Inc.

#### ARTICLE VI INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successor or successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Ron Nation	951 Market Promenade Avenue, Suite 2107 Lake Mary, Florida 32746
Stephen Nation	951 Market Promenade Avenue, Suite 2107 Lake Mary, Florida 32746

The number of directors may hereafter be increased or decreased as provided in the bylaws of the Corporation.

#### ARTICLE VII ORGANIZER

The name and address of the sole organizer of the Corporation is Ron Nation, 951 Market Promenade Avenue, Suite 2107, Lake Mary, Florida 32746.

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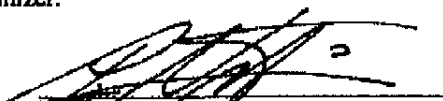
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**IN WITNESS WHEREOF**, these Articles of Incorporation have been executed on the 14 day of September, 2010 by the undersigned sole organizer.

  
Ron Nation, Director

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**Acceptance of Appointment by Initial Registered Agent**

The undersigned, having been named as registered agent to accept service of process for NATION Technologies Group, Inc. at the office designated in the foregoing Articles of Incorporation, hereby accepts such appointment as registered agent and agrees to act in such capacity. The undersigned further states that it is familiar with, and accepts, the obligations of registered agent.

CAPITOL CORPORATE SERVICES, INC.

By: Delanie Case  
Delanie Case, Assistant Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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