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FLORIDA PROFIT/NON PROFIT CORPORATION
Lookeet, Inc.

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**ARTICLES OF INCORPORATION
OF
LOOKEET, INC.**

ARTICLE I

NAME AND ADDRESS

The name of the corporation is Lookeet, Inc. The address of the principal office of the corporation is 10808 Hoffner Edge Drive, Riverview, Florida 33579.

ARTICLE II

DURATION

The corporation shall exist perpetually.

ARTICLE III

PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

A. *Authorized shares.* The corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock the corporation shall have authority to issue is Ten million (10,000,000), par value of \$0.00001 per share.

B. *Voting.* The holders of the Common Stock are entitled to one vote for each share of Common Stock held on all matters required by Florida law to be approved by the shareholders.

ARTICLE V

INCORPORATOR

The name and mailing address of the incorporator are as follows:

Eli Pagan
10808 Hoffner Edge Drive
Riverview, Florida 33579

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the registered agent of this corporation at that address is F & L Corp.

ARTICLE VII

DIRECTORS

The election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE VIII

BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE IX

INDEMNIFICATION

Limitation of Director's Liability and Indemnification of Directors and Officers:

A. *Limitation of Director's Liability.* To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for any action taken, or any failure to take any action, as a director or for breach of fiduciary duty as a director.

B. *Indemnification of Directors and Officers.* The corporation shall indemnify and hold harmless, to the fullest extent permitted by the Florida Business Corporation Act, or any other applicable law, as the same exists or may hereafter be amended, any director or officer of the corporation who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors of the corporation.

C. **Indemnification of Employee and Agents.** The corporation shall have the power to indemnify and hold harmless, to the extent permitted by the Florida Business Corporation Act, or any other applicable law, as the same exists or may hereafter be amended, any employee or agent of the corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

D. **Repeal or Modification.** Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.


ARTICLE X

AMENDMENT

Except as provided in Article IX above, the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

Accepted
and
subject to
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sub

IN WITNESS WHEREOF, I submit these Articles of Incorporation and affirm that the facts stated herein true.



Eli Pagan, Incorporator


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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F & L CORP., Registered Agent


A handwritten signature in black ink, appearing to read 'Martin A. Traber', is written over a horizontal line.

Martin A. Traber, Vice President