

TECHNOLOGY HOLDINGS, INC.  
10002 Princess Palm Avenue, Suite 304  
Tampa, Florida 33619

P95000006626

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

00000138170  
01/23/95--01021--004  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Enclosed are the Articles of Incorporation for Technology Holdings, Inc. along with a check in the amount of \$122.50 to cover all fees. Please return to us a certified copy of the articles. If you need further information, please contact Donald Mastropietro at (813) 623-6044.

Sincerely,



Richard J. Diamond  
Incorporator

Encls.

FILED  
55 JAN 23 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/25/95

**ARTICLES OF INCORPORATION  
OF  
TECHNOLOGY HOLDINGS, INC.**

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**Corporate Name and Principal Office**

The name of this corporation is Technology Holdings, Inc., and its principal office and mailing address is 10002 Princess Palm Avenue, Suite 304, Tampa, Florida 33619.

**ARTICLE II**

**Commencement of Corporate Existence**

The corporation shall come into existence on January 20, 1995.

**ARTICLE III**

**General Nature of Business**

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

**ARTICLE IV**

**Common Capital Stock**

The aggregate number of shares of common stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, with no par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**

**Preferred Stock**

The aggregate number of shares of preferred stock authorized to be issued by this corporation

shall be 25,000,000 shares with no par value. The corporation may divide and issue the preferred shares in series, designated to distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares into series and to fix and determine the relative rights and preferences of the shares in any such series so established to the full extent permitted by these Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof, (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue, (c) whether shares may be redeemed and, if so, the redemption price and terms and conditions of redemption, (d) the amount payable upon shares in the event of involuntary liquidation, (e) the amount payable upon shares in the event of voluntary liquidation, (f) sinking fund or other provisions, if any, for the redemption or purchase of shares, (g) the terms and conditions on which shares may be converted if the share of any series are issued with the privilege of conversion, (h) voting powers, if any; and (i) any other relative rights and preferences of the shares of such series, including, without limitation, and restrictions on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights or powers to which shares of any further series shall be subject.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 10002 Princess Palm Ave Suite 304, Tampa Florida 33619, and the initial registered agent of the corporation at such address is Donald Mastropietro.

#### ARTICLE VII

##### Incorporator

The name and address of the corporation's incorporator is:

NAME

Address

Richard Diamond

10002 Princess Palm Ave. Suite 304  
Tampa, FL 33619

#### ARTICLE VIII

##### By-Laws


The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE IX

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 20<sup>th</sup> day of January, 1995.

  
Richard Diamond

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, EVRO Corporation, desiring to organize under the laws of the State of Florida, hereby designates Donald Mastropietro, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 10002 Princess Palm Ave. Suite 304, Tampa, Florida 33619, the business office of its Registered Agent, as its Registered Office.

**TECHNOLOGY HOLDINGS, INC.**

By   
Richard Diamond, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledgment that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of 48.091 and 607.0505, Florida Statutes.

  
Donald Mastropietro

FILED  
95 JUN 23 AM 8:08  
TAMPA COUNTY, FLORIDA