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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AB 2/17/95

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation is PAYNE DYNAMICS, INCORPORATED, whose principal office address is 1291A SOUTH POWERLINE ROAD, SUITE 270, POMPANO BEACH, FLORIDA, 33065.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is ONE FINANCIAL PLAZA, SUITE 2020, FORT LAUDERDALE, FL 33394 and the name of the initial registered agent of this corporation at that address is JAMES M. HENDERSON, ESQ.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES ROBERT PAYNE	133 NW 78TH AVE. MARGATE, FLORIDA 33063

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES ROBERT PAYNE	133 NW 78TH AVE. MARGATE, FLORIDA 33063

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation this 3<sup>rd</sup> day of February, 1995.

Jim Payne  
SUBSCRIBER

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STATE OF FLORIDA )  
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and county set forth above, personally appeared JAMES ROBERT PAYNE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13<sup>th</sup> day of February, 1995.

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Dec. 18, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT JAMES ROBER. PAYNE, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MARGATE, STATE OF FLORIDA, HAS NAMED JAMES M. HENDERSON, LOCATED AT ONE FINANCIAL PLAZA, SUITE 2020, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
CORPORATE OFFICER SIGNATURE

PRESIDENT  
TITLE

2-13-95  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

  
REGISTERED AGENT SIGNATURE

2-13-95  
DATE

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