

P96000011817

LETTER OF TRANSMITTAL

To: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

In Re: **TERRA-DYNE, INC.**

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for TERRA-DYNE, INC., together with my check for \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

TERRA-DYNE, INC.
George W. Knickerbocker
132 7th Ave. South
Safety Harbor, Florida 34695
813-796-7097

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-01/25/96--01064--001
****140.00 *****70.00

JAN 29 1996 BSB

W96-2195

FILED
96 FEB -7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1996

GEORGE W. KNICKERBOCKER
132 7TH AVENUE SOUTH
SAFETY HARBOR, FL 34695

SUBJECT: TERRA-DYNE, INC.
Ref. Number: W9600002195

We have received your document for TERRA-DYNE, INC. and check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00003828

ARTICLES OF INCORPORATION
of
MACH SQUARED INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

ARTICLE I CORPORATE NAME

The name of the corporation shall be:

MACH SQUARED INC.

ARTICLE II DURATION

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

ARTICLE III PURPOSE

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The principal office address of said corporation shall be:

132 7th Ave. South
Safety Harbor, Florida 34695

The mailing address of said corporation shall be:

PO Box 551
Safety Harbor, Florida 34695

The name and street address of the Initial Registered Agent of this corporation is:

George W. Knickerbocker
132 7th Ave. South
Safety Harbor, Florida 34695

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue Five Thousand (5000) shares of Common Stock which shall be designated "Common Shares". All or any part of said shares may be issued by this corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation are as follows:

George W. Knickerbocker, President
132 7th Ave. South Safety Harbor, Florida 34695

ARTICLE VII INCORPORATORS

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

George W. Knickerbocker, President
132 7th Ave. South Safety Harbor, Florida 34695

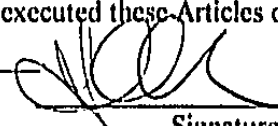
ARTICLE VIII INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes:

- (a) a director's duty of loyalty to the corporation or its stockholders;
- (b) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation;
- (d) a transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 2ND day of FEBRUARY '96

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Signature

Signature

Signature

Signature

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

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CERTIFICATE OF REGISTERED AGENT
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(D)

MACH SQUARED INC.


Pursuant to the provisions of section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

George W. Knickerbocker
132 7th Ave. South
Safety Harbor, Florida 34695

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I, George W. Knickerbocker, hereby accept the appointment as Registered Agent and agree to act in this capacity. I, George W. Knickerbocker, further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Registered Agent