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SMITH, MACKINNON, HARRIS, GREELEY,  
BOWDOIN & EDWARDS, P.A.

ATTORNEYS AT LAW

POST OFFICE BOX 2254  
ORLANDO, FLORIDA 32802-2254  
TELEPHONE (407) 843-7100  
FACSIMILE (407) 843-2400

JOHN P. GREELEY

255 SO ORANGE AVENUE  
CITRUS CENTER  
SUITE 100  
ORLANDO, FLORIDA 32801

September 11, 1996

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

200001946992  
-09/13/96--01033--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: MicroTechnix International, Inc.

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Also, enclosed is a Consent to Use of Corporate Name signed by MicroTechnix, Inc. which grants to MicroTechnix International, Inc. the right to use the MicroTechnix name.

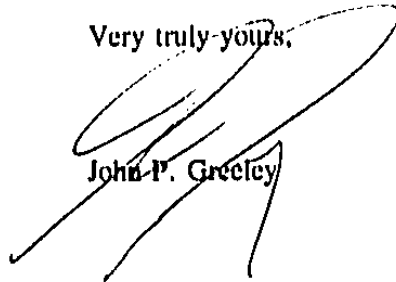
Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

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We appreciate your assistance.

Very truly yours,



John P. Greeley

JPG/msj  
Enclosures

cc: James M. Taylor

RECEIVED  
SEP 12 1996  
FBI

**CONSENT TO USE OF  
CORPORATE NAME**

The undersigned, MicroTechnix, Inc., does hereby consent to the use of the MicroTechnix name by MicroTechnix International, Inc., and understands that this Consent will be used in order to allow the use of such name by MicroTechnix International, Inc.

IN WITNESS WHEREOF, the undersigned officer of MicroTechnix, Inc. has signed the foregoing Consent to Use of Corporate Name this 30th day of August, 1996.

MICROTECHNIX, INC.

By: 

As its: PRESIDENT

**ARTICLES OF INCORPORATION  
OF  
MICROTECHNIX INTERNATIONAL, INC.**

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation is Micro'technix International, Inc.

**ARTICLE II**

**Commencement of Corporate Existence**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock**

**A. Number and Class of Shares Authorized; Par Value**

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock having a par value of \$0.001 per share, which shall be designated "Common Stock."

### 13. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

### C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

## ARTICLE V

**Initial Registered Office and Agent; Principal Place of Business**

The initial registered office of this Corporation shall be located at the City of Merritt Island, County of Brevard and State of Florida, and its address there shall be, at present, 1175 North Courtenay Parkway, Suite 5B, Merritt Island, Florida 32953, and the initial registered agent of the Corporation at that address shall be Charles W. Taylor. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 1175 North Courtenay Parkway, Suite 5B, Merritt Island, Florida 32953.

## ARTICLE VI

### Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of four directors. The names and street addresses of the directors of this Corporation are:

James M. Taylor  
2565 Raintree Lake Circle  
Merritt Island, FL 32953

Robert E. Davis  
1687 S. Gordon Street  
Atlanta, GA 30310

Patricia M. Taylor  
2565 Raintree Lake Circle  
Merritt Island, FL 32953

Charles W. Taylor  
445 Poi Court  
Merritt Island, FL 32953

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

#### **ARTICLE VII**

##### **Incorporator**

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Charles W. Taylor  
445 Poi Court  
Merritt Island, FL 32953

#### **ARTICLE VIII**

##### **Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### **ARTICLE IX**

##### **Amendment**

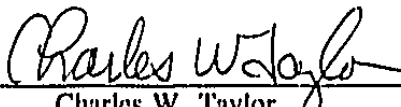
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE X

### Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 30 day of August, 1996.

  
\_\_\_\_\_  
Charles W. Taylor

STATE OF FLORIDA     )  
COUNTY OF BREVARD )

The foregoing instrument was acknowledged before me this 30 day of AUGUST, 1996, by Charles W. Taylor, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_

Notary Public, State of Florida  
My Commission Expires:



JANICE A. KING  
My Commission CC565768  
Expires Jun. 23, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

MicroTechnix International, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Charles W. Taylor as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1175 North Courtenay Parkway, Suite 5B, Merritt Island, Florida 32953.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30th day of August, 1996.

  
\_\_\_\_\_  
Charles W. Taylor, Registered Agent