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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 3:15

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32314

SUBJECT: Cryogenic Metal Technologies, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 (One Hundred Thirty Five Dollars and Twenty Five Cents)

From: **Richard T. Downes**
8364 Jennifer Lane
Seminole Florida 34647
(813) 524-1557

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

DOWN SEP 27 1996

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ARTICLES OF INCORPORATION
OF
Cryogenic Metal Technologies, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Cryogenic Metal Technologies, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **12360 66th Street North Suite 8
Largo Florida 33773**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is :
750,000 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Richard T. Downes
8364 Jennifer Lane
Seminole Florida 34647**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Richard T. Downes
8364 Jennifer Lane
Seminole Florida 34647

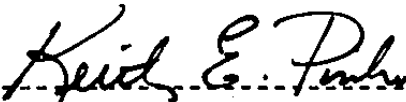
Keith E. Pinke
3700 Derby Drive Apt. 1003
Palm Harbor Florida 34684

Frank Masyada
12360 66th Street North Suite 8
Largo Florida 33773

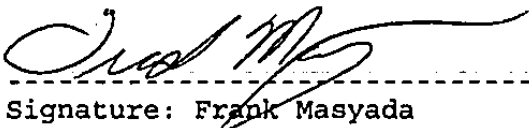
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 12th day of September, 1996.



Signature: Richard T. Downes



Signature: Keith E. Pinke



Signature: Frank Masyada

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 THE DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : **Cryogenic Metal Technologies, Inc.**

2. The name and address of the registered agent and office is: **Richard T. Downes
8364 Jennifer Lane
Seminole Florida 34647**

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 hereby accept the appointment as registered agent and agree to act in this capacity. I 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.



Signature: Richard T. Downes

9/13/96

Date