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Charles E. Geary, P.A.

Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34994



Charles E. Geary

Licensed in: Florida
Washington D.C.

Stephen C. Frasier
of Counsel

Licensed in: Florida
Colorado

FILED
96 OCT 22 AM 10:37
TALLAHASSEE, FLORIDA

October 1, 1996

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

Re: M.Q.G. RESEARCH AND DEVELOPMENT, INC.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents and return them to me in the enclosed self addressed stamped envelope.

Sincerely,

Charles E. Geary, P.A.

Rebecca D. Geary,
Secretary to Charles E. Geary
CEG/rg
enc.

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TALLAHASSEE, FLORIDA

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Corporation

ARTICLES OF INCORPORATION
OF
M.Q.G. RESEARCH AND DEVELOPMENT, INC.

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TALLAHASSEE, FLORIDA

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 this corporation shall be: M.Q.G. RESEARCH AND DEVELOPMENT, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is ~~215~~ S. Federal Hwy., Suite 100, Stuart, FL 34994. The mailing address of this corporation is 215 S. Federal Hwy., Suite 100, Stuart, FL 34994.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Charles E. Geary
215 S. Federal Hwy.
Suite 100
Stuart, FL 34994

ARTICLE VI. INCORPORATOR

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

Charles J. Melanson
1025 Staghorn St.
West Palm Beach, FL 33414

ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Charles J. Melanson
1025 Staghorn St.
West Palm Beach, FL 33414

ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of research, development and marketing of new products.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.


ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XI. INDEMNIFICATION

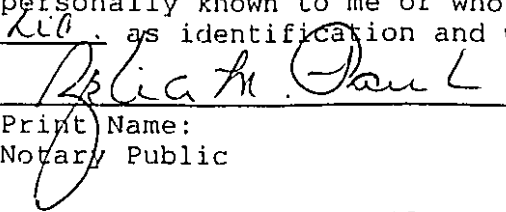
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 2 day of Oct, 1996.


Charles J. Melanson

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 2nd day of October, 1996 by Charles J. Melanson, who is personally known to me or who has produced a Florida De. Lic. as identification and who did not take an oath.


Print Name:
Notary Public



ACCEPTANCE OF REGISTERED AGENT

That M.Q.G. RESEARCH AND DEVELOPMENT, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 215 S. Federal Hwy., Suite 100, Stuart, FL 34994, has named Charles E. Geary, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: 

Charles E. Geary

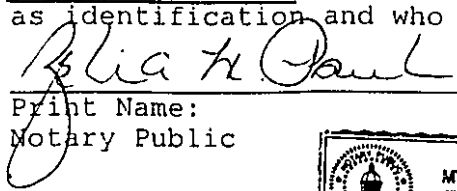
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

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FILED

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this day of October, 1996 by Charles E. Geary who is personally known to me or who has produced as identification and who did not take an oath.


Print Name:
Notary Public

