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COMPUTER LAW
CORPORATION AND
BUSINESS LAW
COPYRIGHTS & TRADEMARKS
LICENSING & FRANCHISING
ENTERTAINMENT LAW
CONTRACT LAW

December 3, 1996

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

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*****70.00 *****70.00

Re: MC2 SCIENTIFIC SYSTEMS, INC.

Dear Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned Florida Corporation. Also enclosed is our check to cover the filing fees and costs.

Please file the enclosed Articles of Incorporation and return a copy stamped filed to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

David R. Ellis

David R. Ellis

DRE:jm

Enclosures

DEC 9 1996 B5B

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
MC2 SCIENTIFIC SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
MC2 SCIENTIFIC SYSTEMS, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is:

A. 10,000 shares of Class A voting common stock with a par value of \$1.00 per share. The holder of record of each such share shall be entitled to one (1) vote for each such share held of record on all matters submitted for shareholder approval; and

B. 1,000,000 shares of Class B non-voting common stock with a par value of \$1.00 per share. The holders of record of these shares shall not be entitled to vote on matters submitted for shareholder approval.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

1525 Demens Drive South
Pinellas County
St. Petersburg, Florida 33705

and the name of the initial registered and resident agent of this Corporation at that address is Nicholas A. Mason.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

1525 Demens Drive South
Pinellas County
St. Petersburg, Florida 33705

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Nicholas A. Mason
1525 Demens Drive South
St. Petersburg, Florida 33705

Brian F. Heidtman
1055 Riverside Ridge Drive
Tarpon Springs, Florida 34689

Scot Hogan
4946 Amador Drive
Oceanside, California 92056

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are as follows:

Nicholas A. Mason
1525 Demens Drive South
St. Petersburg, Florida 33705

ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these

Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of
this Corporation has executed these Articles of Incorporation
on November 11, 1996



Nicholas A. Mason

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
the above-named corporation at the place designated in the
Articles of Incorporation, the undersigned agrees to act in
this capacity, and agrees to comply with the provisions of
Section 48.091 relative to keeping open such office.

Date: 11-Nov-96



Nicholas A. Mason

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA