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Law Offices of
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December 17, 1996

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

RE: Articles of Incorporation of
"Spy Tech, Inc."

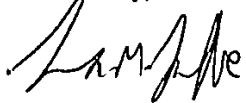
To Whom It May Concern:

Enclosed please find the original and two (2) copies of the Articles
of Incorporation of "Spy Tech, Inc."

Also enclosed you will find a check in the amount of One Hundred
Twenty Two Dollars and Fifty Cents (\$122.50) to cover the filing fee and the
return of a certified copy.

Thank you.

Sincerely,


LINDA M. JAFFE

DEC 27 1996

BSB

LMJ/dw

Enclosures

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96 DEC 23 AM 11:40
TALLAHASSEE, FLORIDA
DIVISION OF STATE

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ARTICLES OF INCORPORATION
OF

96 DEC 23 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPY TECH, INC.

The undersigned subscribes to these Articles of Incorporation, natural persons competent to contract, hereby act to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be SPY TECH, INC.

ARTICLE II. PURPOSES AND POWERS

The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights of franchise of this company now owned or hereinafter

acquired, and to create, issue, draw, and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

[ARTICLE III - CAPITALIZATION]

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) per share.

[ARTICLE IV - INITIAL CAPITAL]

The initial capital with which this corporation will begin business is not less than Five Thousand Dollars (\$5,000.00).

[ARTICLE V - COMMENCEMENT AND DURATION]

This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State. The corporation shall have a perpetual life unless dissolved in accordance with the laws of this State.

[ARTICLE VI - PRINCIPAL PLACE OF BUSINESS]

The name of the corporation shall be SPY TECH, INC., having its principal place of business at 7806 S.W. 7th Court, N. Lauderdale, Florida, 33068. The Board of Directors may from time to time move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida as the said corporation may desire.

[ARTICLE VII - BOARD OF DIRECTORS]

This corporation shall have one director 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.

[ARTICLE VIII - INITIAL DIRECTOR]

The names and addresses of the first Board of Directors are as follows:

JOHN BIRO
7806 S.W. 7th Court
N. Lauderdale, FL 33068

[ARTICLE IX - INITIAL OFFICE HOLDERS]

The names and addresses of the initial officers of the corporation are as follows:

President	JOHN BIRO 7806 S.W. 7th Court N. Lauderdale, FL 33068
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[ARTICLE X - INCORPORATORS]

The names and addresses of the Incorporators executing these Articles of Incorporation are as follows:

JOHN BIRO
7806 S.W. 7th Court
N. Lauderdale, FL 33068

[ARTICLE XI - AMENDMENT]

These Articles of Incorporation may be amended in the manner provided by law.

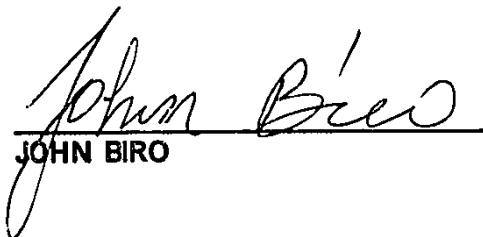
Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XII - REGISTERED AGENT

JOHN BIRO is hereby named Registered Agent for this corporation to be its agent, and to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

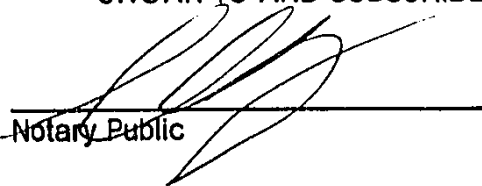
The undersigned incorporators, for the purpose of forming this corporation to do business within the State of Florida, does make and file these Articles of Incorporation hereby declaring and certifying that the facts contained herein are true.


JOHN BIRO

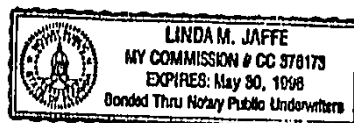
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JOHN BIRO, who (is personally known to me)(produced DL as identification), and who executed the above.

SWORN TO AND SUBSCRIBED before me this 16th day of December, 1996.


Notary Public

my commission expires:



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ACKNOWLEDGEMENT OF REGISTERED AGENT

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The undersigned hereby accepts designation as the Registered Agent for Service of Process upon the corporation whose registered office is located at 7806 S.W. 7th Court, N. Lauderdale, Florida, 33068, and agrees to comply with the provision of law applicable to said designation.


JOHN BIRO

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared JOHN BIRO, who is personally known to me, and who executed the above.

SWORN TO AND SUBSCRIBED before me this 16th day of December, 1996.


Notary Public
State of Florida at Large

my commission expires:

