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LAW OFFICES  
KLINGBEIL & ROBERTS, P.A.

341 Venice Avenue West  
VENICE, FLORIDA 34285

Robert T. Klingbeil, Jr.  
Gregory C. Roberts

January 10, 1997

Telephone (941) 485-7705  
Fax (941) 488-9109

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

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-01/15/97--01089--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Dreamstates Technologies, Inc.

Dear Sir:

We enclose original and one copy of Articles of Incorporation concerning the above, and request an effective date of incorporation of Dreamstates Technologies, Inc., on behalf of the above-referenced corporation. Also enclosed is our check in the total amount of \$122.50 to cover the cost of this filing:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
Total:	\$122.50

Please return a certified copy of the Articles of Incorporation to our office at the address listed above.

Thank you for your attention to this matter.

Very truly yours,

  
Robert T. Klingbeil, Jr.

RTK\rdk

Enclosures - 3

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FILED  
97 JAN 15 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PA 1/22/97

ARTICLES OF INCORPORATION  
OF  
DREAMSTATES TECHNOLOGIES, INC.

**FILED**  
97 JAN 15 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation is:

DREAMSTATES TECHNOLOGIES, INC.

ARTICLE II.

NATURE OF BUSINESS AND POWERS

The general 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 one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be in money, property, or services. The board of directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV.

BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be the date these Articles of Incorporation are filed with the Secretary of State and it shall exist perpetually.

ARTICLE V.

ADDRESS

The street address of the principal office of this corporation is:

5048 Brywill Circle  
Sarasota, Florida 34234

The directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI.

DIRECTORS

This corporation shall have three (3) directors, initially. The number of directors may be increased from time to time, by Bylaws adopted by the stockholders.

ARTICLE VII.

INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of first Board of Directors and first officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Raymond L. Hines, III	P.O. Box 716 Boca Grande, FL 33921	President/Director
Raymond L. Hines	P.O. Box 716 Boca Grande, FL 33921	Secretary/Treasurer/ Director
Jill M. Hines	P.O. Box 716 Boca Grande, FL 33921	Director

#### ARTICLE VIII.

##### SUBSCRIBERS

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock they agree to take, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
Raymond L. Hines	5048 Brywill Circle Sarasota, FL 34234	1,000

#### ARTICLE IX.

##### REGISTERED AGENT

The initial registered agent and the address of his office is:

Robert T. Klingbeil, Jr.  
341 Venice Avenue West  
Venice, Florida 34285

Said registered agent by virtue of his signature at the end of these Articles of Incorporation acknowledge appointment as such and agrees to accept service of process for this corporation.

ARTICLE X.

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 vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI.

INCORPORATION

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

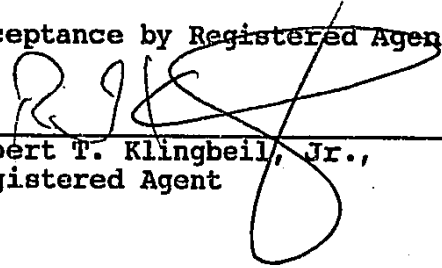
Robert T. Klingbeil, Jr.  
341 Venice Avenue West  
Venice, Florida 34285

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 31 st day of December, 1996.

  
\_\_\_\_\_  
Robert T. Klingbeil, Jr.

I hereby state that I am familiar with and do hereby accept the duties and responsibilities as Registered Agent of Dreamstates Technologies, Inc.

Acceptance by Registered Agent:

  
Robert T. Klingbell, Jr.,  
Registered Agent

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FILED  
97 JAN 15 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA