

P97000039351

HANNER Development Corporation
645 Mayport Road, Suite 4E
Jacksonville Beach, FL 32233

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 300002104693--0
-03/05/97--01051--003
*****70.00 *****70.00
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

634-612
W97-5719

5719-2 11/12/21

8/5/2/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

971111-00000001

March 11, 1997

HANNER DEVELOPMENT CORPORATION
645 MAYPORT ROAD #4E
JACKSONVILLE BEACH, FL 32233

SUBJECT: MCP TECHNOLOGIES, INC.
Ref. Number: W97000005719

We have received your document for MCP TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 997A00012403

ARTICLES OF INCORPORATION

MCP Technologies, Inc.

FILED
STATE
97 MAR 20 PM 12:01

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be MCP Technologies, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000,000 shares of common stock par value \$0.001 per share and 10,000,000 shares of preferred stock par value \$0.001 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 645 Mayport Road, Suite 4E, Atlantic Beach, FL 32233, and the name of the initial Registered Agent for the corporation at that address is Mr. Henry C. Thorne, 645 Mayport Road, Suite 4E, Atlantic Beach, FL 32233. The principal's address and the registered address are the same.

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII SELF DEALING

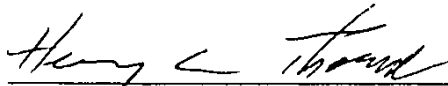
No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

The initial Board of Directors consist of: Mr. Henry C. Thorne, President/CEO; Il Choi, Vice-President; John Humphrey, Director; John Blanco, Robert G. Brooks and David J. Pollock, Outside Directors.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is: Mr. Henry C. Thorne, 645 Mayport Road, Suite 4E, Atlantic Beach, FL 32233 (904) 249-0040.

The Undersigned incorporator has executed these Articles of Incorporation this 21 day of April, 1997.



Henry C. Thorne, President
Incorporator

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/Registered Agent, in the State of Florida.

1. The name of the corporation is MCP Technologies, Inc.
2. The name and address of the registered agent and office is:

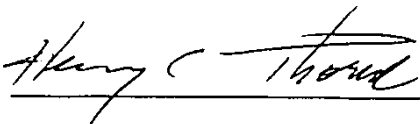
MCP Technologies, Inc.
Henry C. Thorne, President
645 Mayport Road, Suite 4E
Atlantic Beach, FL 32233

ACCEPTANCE:

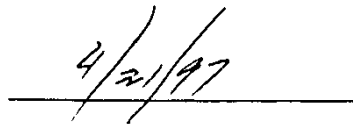
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

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 obligation of my position as registered agent.

Registered Agent:



Henry C. Thorne



Date