

TRANSMITTAL LETTER

P97000045542

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 21 AM 10:51

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

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-05/21/97--01072--001
****131.25 ****131.25

SUBJECT:

PDS Technologies, Inc.

(Proposed corporate name - must include suffix)

PDS Technologies, Inc.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Peter D. Schulman

Name (Printed or typed)

17050 Emile Street UNIT #4

Address

Boca Raton, Florida 33487

City, State & Zip

800 576 7674

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RP
5-22-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

97 MAY 21 AM 10:52

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:

PDS Technologies, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

17050 Eunice Street Unit #4
Boca Raton, Florida 33487

ARTICLE III SHARES

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

TEN (10)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Peter D. Schulman
17050 Eunice Street UNIT #4
Boca Raton, Florida 33487

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

17050 Eunice Street UNIT #4
Boca Raton, Florida 33487
Peter D. Schulman



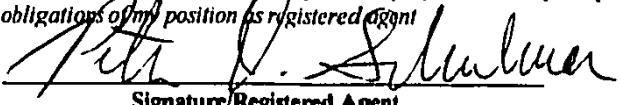
Signature/Incorporator

5/20/97

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position as registered agent.



Signature/Registered Agent

5/20/97

Date