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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: NOEL K EVANS
PHONE: (813)221-1996
(813)223-2156

FAX #:

NAME: DEXRON ACQUISITION CORP.

AUDIT NUMBER.....H97000012769

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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B. REGISTER AUG 5 1997

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DEXRON ACQUISITION CORP.**

**I.
NAME AND ADDRESS
OF PRINCIPAL OFFICE**

The name of this corporation shall be DexRon Acquisition Corp. and the address of it's Principal office is:

4932 St. Croix Dr.
Tampa, Florida 33629

**II.
PURPOSE**

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this state.

**III.
TERM OF EXISTENCE**

This corporation shall begin existence upon the filing of these Articles of Incorporation, and shall exist perpetually.

**IV.
CAPITAL STOCK**

This corporation is authorized to issue five thousand shares (5,000) at \$.01 per share of par stock.

Herbert R. Donica, Esq..
EVANS & DONICA, P.A.
201 E. Kennedy Boulevard Suite 1500
Tampa, FL 33602
813/221-1996
FAX 813/223-2156
Fla. Bar #0841870

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V.
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 East Kennedy Boulevard, Suite 1500 Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Herbert R. Donica, Esq..

VII.
INITIAL 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 Bylaws but shall never be less than one. The name and addresses of the initial director of this corporation is:

Herbert R. Donica, Esq.
201 E. Kennedy Blvd., Suite 1500
Tampa, Florida 33602

VIII.
INCORPORATORS

The name and address of the person signing these Articles is:

Herbert R. Donica, Esq.
201 E. Kennedy Boulevard, Suite 1500
Tampa, Florida 33602

IX.
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

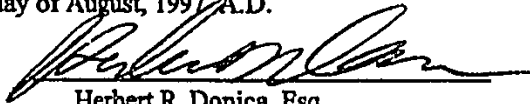
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X.
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of August, 1997 A.D.


Herbert R. Donica, Esq.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, KATHY F. BUSH, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared Herbert R. Donica, Esq., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 5th day of August, 1997 A.D.


Notary Public
My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

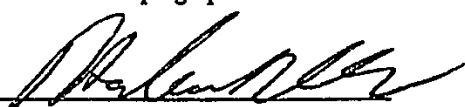
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, DexRon Acquisition Corp., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation at the City of
Tampa, County of Hillsborough, State of Florida has named Herbert R. Donica, Esq., located
at 201 East Kennedy Boulevard Suite 1500, City of Tampa, County of Hillsborough, State of
Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

BY


Herbert R. Donica, Esq. (registered agent)

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