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ATTORNEYS AND COUNSELORS AT LAW  
275 FOURTH STREET NORTH  
ST. PETERSBURG, FLORIDA 33701-3209

GEORGE F. WILSEY  
Board Certified Wills,  
Trusts and Estates;  
Certified Circuit Mediator

(813) 898-1181

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STEVEN M. WILSEY  
Also Certified  
Public Accountant

DAVID F. WILSEY

ROBERT W. FISHER  
Of Counsel

December 18, 1997

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

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-12/18/97--01053--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: LOOP TECHNOLOGIES, INC.

Gentlemen:


Enclosed are the following:

1. ARTICLES OF INCORPORATION for LOOP TECHNOLOGIES, INC.
2. RESIDENT AGENT DESIGNATION.
3. Check for:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered	
Agent Des.	<u>35.00</u>
Total	<u>\$122.50</u>

Please return a certified copy to my office. Thank you for your attention to this matter.

Very truly yours,



DAVID F. WILSEY

FILED  
97 DEC 19 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DFW:pf

EFFECTIVE DATE

12-18-97

QC 12-22-97

EFFECTIVE DATE

12-18-97

FILED

97 DEC 19 PM 1:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LOOP TECHNOLOGIES, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be LOOP TECHNOLOGIES, INC., and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$100.

ARTICLE V

The designated registered office of the corporation shall be 275 Fourth Street North, St. Petersburg, Florida 33701. The registered agent of the corporation shall be DAVID F. WILSEY. The principal office address is 275 Fourth Street North, St. Petersburg, Florida 33701, and the mailing address of the corporation is 275 Fourth Street North St. Petersburg, Florida 33701. The address of the registered agent is the same as the principal office address, 275 Fourth Street North, St. Petersburg, Florida 33701.

ARTICLE VI

The number of Directors of the corporation shall be no less than one (1) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscriber and Director of the corporation are as follows:

DAVID F. WILSEY  
275 Fourth Street North  
St. Petersburg, Florida 33701

The officers of the Corporation shall be elected at the first meeting of the Directors.

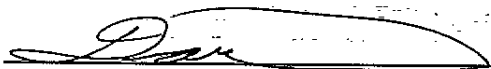
ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

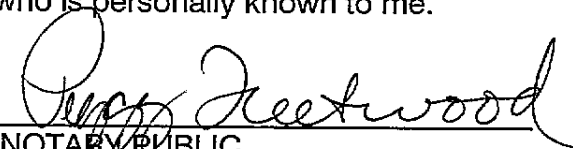
Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

 (SEAL)  
DAVID F. WILSEY, Incorporator

STATE OF FLORIDA:  
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 18 day of December, 1997, by DAVID F. WILSEY, who is personally known to me.

  
NOTARY PUBLIC

NOTARY SEAL:



Peggy Fleetwood  
MY COMMISSION # CC671456 EXPIRES  
September 29, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

EFFECTIVE DATE

12-18-97

FILED  
97 DEC 19 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR 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: That LOOP TECHNOLOGIES, INC., desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at St. Petersburg, Pinellas County, State of Florida, has named DAVID F. WILSEY as its agent to accept service of process within this State.

LOOP TECHNOLOGIES, INC.

By:   
DAVID F. WILSEY, Sole Subscriber  
And Incorporator

ACKNOWLEDGMENT:

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

By:   
DAVID F. WILSEY