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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL, INC. ACCT#: 110432003053
CONTACT: ~~JENNIFER C. RODRIGUEZ~~ LWS
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: SPYTEK HOLDING CORP.
AUDIT NUMBER.....H97000021444
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. (3)
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1997

CORPORATE CREATIONS INTER

SUBJECT: SPYTEK HOLDING CORP.
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Becky McKnight
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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

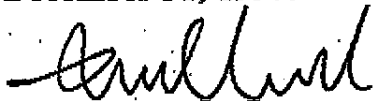
The name and address of the incorporator is:

Richard L. Brown
Brown & Wilkinson, P.A.
2910 Cardinal Drive, Suite A
Vero Beach FL 32963

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 1, 1998.

The undersigned incorporator executed these Articles of Incorporation on December 31, 1997.



RICHARD L. BROWN
by L.A. Uriarte as attorney-in-fact

Richard L. Brown | FL Bar Member 989721
Brown & Wilkinson, P.A.
2910 Cardinal Drive, Suite A
Vero Beach FL 32963
561-231-1777

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Spytek Holding Corp.

REGISTERED AGENT/OFFICE:

Richard L. Brown
2910 Cardinal Drive, Suite A
Vero Beach FL 32963

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RICHARD L. BROWN
by L.A. Uriarte as attorney-in-fact

Date:12/31/97

Richard L. Brown | FL Bar Member 989721
Brown & Wilkinson, P.A.
2910 Cardinal Drive, Suite A
Vero Beach FL 32963
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