

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302  
(850) 824-8570 • 1-800-342-3061 • Fax: (850) 824-8522

P9800000000158

Darcon Technologies, Inc.

400002388224--0

-01/02/98--01039--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

FILED  
98 JAN -2 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JAN -2 AM 11:21  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
1/2/98

Signature \_\_\_\_\_

Requested by RS

1/2/98

10:23

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
DARCON TECHNOLOGIES, INC.**

FILED  
98 JAN -2 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
Name and Address

The name of this corporation is DARCON TECHNOLOGIES, INC., whose place of business is located at 300 Scarlet Blvd., Oldsmar, FL 34677, Pinellas County, Florida.

**ARTICLE II**  
Duration

The term of existence of this corporation shall be perpetual.

**ARTICLE III**  
Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
Capital Stock

This corporation is authorized to issue 500 shares at One and No/100 Dollars (\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

**ARTICLE V**  
Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation 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.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The name of the initial Registered Agent of this corporation is ROBERT C. DICKINSON III, and the address of the initial Registered Office of this corporation is 33920 U.S. 19 No., Suite 269, Palm Harbor, Florida 34684.

**ARTICLE VII**  
**Initial Board of Directors and Officers**

This corporation shall have one (1) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director and officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James C. Crane	102 Tanglewood Court Safety Harbor, FL 34695	President/Secretary/Director

**ARTICLE VIII**  
**Incorporator**

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

<u>Name</u>	<u>Address</u>
James C. Crane, President Darcon, Inc.	300 Scarlet Blvd. Oldsmar, FL 34677

**ARTICLE IX**  
**By-Laws**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X**  
**Shareholder Quorum and Voting**

Fifty-one percent, (51%), of the issued shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

The initial shareholders of all issued and outstanding shares of DARCON TECHNOLOGIES, INC. shall be DARCON INC., A Missouri corporation.

#### **ARTICLE XI**

##### **Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

#### **ARTICLE XII**

##### **Indemnification**

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

#### **ARTICLE XIII**

##### **Amendment**

This corporation reserves the right, by a majority vote of shareholders, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XIV**

##### **Cumulative Voting**

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of December, 1997.

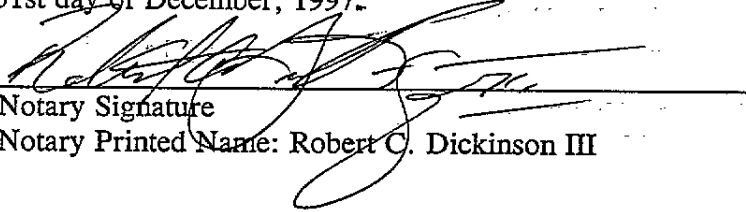


James C. Crane, President of Darcon, Inc., Incorporator

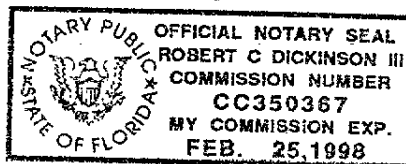
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared James C. Crane, who represented himself to be the President of Darcon, Inc., to be the person who executed the foregoing Articles of Incorporation who is personally known to me or who has produced N/A as identification and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of December, 1997.

  
Notary Signature

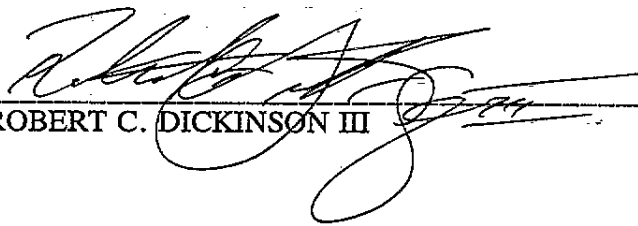
Notary Printed Name: Robert C. Dickinson III



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept services for process for **DARCON TECHNOLOGIES, INC.**, at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
\_\_\_\_\_  
ROBERT C. DICKINSON III

a:DARCinc.aic

FILED  
98 JAN -2 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA