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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 15 PM 12:22

TRANSMITTAL LETTER

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

EFFECTIVE DATE
2-15-98

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-02/16/98--01133--013
*****78.75 *****78.75

SUBJECT: STRATEGIC PRODUCTS, INC.
(proposed corporate name - must include suffix)

Enclosed is an original and (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: ACTION ACCOUNTING, INC.
956 N. COCOA BLVD., SUITE 1119
COCOA, FLORIDA 32922-7569
(407) 638-4744

D. BROWN FEB 17 1998

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ARTICLES OF INCORPORATION
OF
STRATEGIC PRODUCTS, INC.

EFFECTIVE DATE
2-15-98

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be:

STRATEGIC PRODUCTS, INC.

and shall perform all business under the name of:

STRATEGIC PRODUCTS, INC.

ARTICLE II. PRINCIPAL OFFICE

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

741 PINETREE DRIVE
INDIAN HARBOR BEACH, FL. 32937

ARTICLE III. SHARES

This corporation is authorized to issue 100000 shares of common stock with a par value of \$ 0.01, which shall be designated "common shares".

ARTICLE IV. PURPOSE

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

ARTICLE V. DURATION

This corporation shall commence FEBRUARY 15, 1998 and shall have perpetual existence.

ARTICLE VI. 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. SHAREHOLDER/OFFICER LIABILITY

The personal liability of any of the shareholders, and/or the officers, of the above corporation is limited to their respective percentage of stock ownership as compared to all of the issued stock.

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors 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 names and addresses of the initial directors of this corporation are:

ARTHUR MARKUSON
18 MARINA ISLES BLVD.
INDIAN HARBOR BEACH, FL. 32937

GEORGIA HAZARD
18 MARINA ISLES BLVD.
INDIAN HARBOR BEACH, FL. 32937

ARTICLE X. SALE OF SHAREHOLDERS STOCK

If any shareholder desires to sell his/her corporate stock, they must first offer it for sale back to the corporation, and second to the existing remaining shareholders, at the initial price paid by the selling shareholder, for the stock. If after a period of 30 days, neither the corporation, nor the existing shareholders pick up their option to purchase this stock, then said shareholder may offer his/her stock for sale to the highest bidder.

ARTICLE XI. INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**ARTHUR MARKUSON
18 MARINA ISLES BLVD.
INDIAN HARBOR BEACH, FL. 32937**

ARTICLE XI. AMENDMENTS

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

IN WITNESS WHEREOF the undersigned incorporator(s)
has(have) executed these Articles of Incorporation on this 10
day of FEBRUARY, 1998.

Arthur W. Markuson
Signature

George A. Markuson
Signature

Signature

NOTE: Affixing an officer title after a signature of an
incorporator does not constitute the designation of officers.

STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary
Public duly authorized in the State and County named above to
take acknowledgements, personally appeared ARTHUR MARKUSON,
known to be the person described as subscriber in and who
executed the foregoing Articles of Incorporation, and who
acknowledged before me that he/she/they subscribed to those
Articles of Incorporation.

WITNESS my hand and official seal in the County and
State named above this 10 day of FEBRUARY, 1998.

John Dennis Giles, Sr.

Notary Public

seal



John Dennis Giles, Sr
My Commission CC623313
Expires March 12, 2001

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

STRATEGIC PRODUCTS, INC.

2. The name and address of the registered agent and office is:

ARTHUR MARKUSON
18 MARINA ISLES BLVD.
INDIAN HARBOR BEACH, FL. 32937

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 am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

FEBRUARY 10, 1998
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL.
32314