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June 26, 1998

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

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-06/29/98--01120--008
****122.50 ****122.50

Re: D. B. Technologies, Inc.

Dear Sir/Madam:

Enclosed herein please find an original and one copy of the proposed Articles of Incorporation for the above-named corporation for filing.

If same meets with your approval, please certify the enclosed copy and return in the envelope provided. Our client's check #5620 in the amount of \$122.50 is enclosed for the filing fee and certified copy.

Please advise should you require any additional information.

Very truly yours,

Dictated by Mr. Windt -
Mailed without signature
to avoid delay.

Jack Wm. Windt

JWW/dg
cc: Dr. Robert Hilton with copy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 9:46

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ARTICLES OF INCORPORATION

OF

D. B. TECHNOLOGIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 9:46

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: **D. B. TECHNOLOGIES, INC.**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

(a) The rendering research, development, manufacture, distribution and design of mechanical parts.

(b) To engage and render services only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same services as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

(d) To engage in no other business other than the rendition of the services specified herein.

(e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

3. The term of existence of the corporation is perpetual.

4. The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

5. The aggregate number of shares which the corporation has

authority to issue is: 1000 shares, all of which shall be common shares with par value of \$1.00.

6. The principal address of the corporation is: 330 Hancock Avenue, Sarasota, Florida 34232.

7. The street address of the initial registered agent of the corporation is: 2389 Ringling Boulevard, Suite A, Sarasota, Florida 34237 and the name of the initial registered agent at such address is Jack Wm. Windt, Esquire.

8. The Board of Directors of the corporation shall consist of not less than two (2) members.

9. The name and address of the first Board of Directors are:

Terri K. Hilton, President/Secretary/Treasurer
330 Hancock Avenue
Sarasota, FL 34232

Robert G. Hilton, Vice President
330 Hancock Avenue
Sarasota, FL 34232

10. The names and addresses of the incorporators are:

Terri K. Hilton
330 Hancock Avenue
Sarasota, FL 34232

Robert G. Hilton
330 Hancock Avenue
Sarasota, FL 34232

11. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

12. No contract or other transaction between the corporation and other corporations in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of

the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or are interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be similarly interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

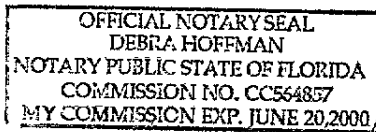
IN WITNESS WHEREOF, I have subscribed my name this 22nd day of June, 1998.



Terri K. Hilton
Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 22 day of JUNE, 1998, by **Terri K. Hilton**.



[Signature]
 Notary Public Signature
 My Commission Expires: _____

Personally Known ✓ OR Produced Identification _____

Type of Identification Produced _____

IN WITNESS WHEREOF, I have subscribed my name this 22
 day of JUNE, 1998.

[Signature]
 Robert G. Hilton
 Subscriber

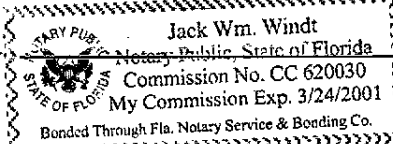
STATE OF FLORIDA
 COUNTY OF SARASOTA

Sworn to and subscribed before me this 22 day of JUNE,
 1998, by Robert G. Hilton.

[Signature]
 Notary Public Signature
 My Commission Expires: _____

Personally Known ✓ OR Produced Identification _____

Type of Identification Produced _____



ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent to accept service of
 process for the above stated corporation at the registered office
 designated in the Articles of Incorporation, I hereby accept such
 designation and agree to serve as Registered Agent.

[Signature]
 JACK WM. WINDT
 Registered Agent

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JUN 29 AM 9:46

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26th
day of JUNE, 1998 by JACK WM. WINDT.

Terry J Tamburino
Notary Public Signature
My Commission Expires:

Personally Known X OR Produced Identification _____

Type of Identification Produced _____



Terry J Tamburino
My Commission CC625525
Expires March 19, 2001