

PA8000068348



ACCOUNT NO. : 072100000032

REFERENCE : 916211 7161341

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 4, 1998

ORDER TIME : 9:10 AM

ORDER NO. : 916211-005

CUSTOMER NO: 7161341

CUSTOMER: Mr. Eric S. Canonico
LARHOVEN DESIGN/TAMPA

5402-b Pioneer Park Boulevard

Tampa, FL 33634

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG-5 PM 1:41

DOMESTIC FILING

NAME: M3 TECHNOLOGIES, INC.

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-08/05/98--01015--027
****122.50 ****122.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Abby Capaz

EXAMINER'S INITIALS:

8/5/98

RECEIVED
98 AUG-5 AM 9:53
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
of
M3 TECHNOLOGIES, INC.

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The undersigned natural persons, competent to contract, acting as incorporators for the purpose of organizing a corporation pursuant to Florida Statutes Chapter 607, the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I. Name. The name of the corporation is:

M3 TECHNOLOGIES, INC.

Article II. Duration. The duration of existence of the corporation is perpetual.

Article III. Purposes. The purposes for which the corporation is organized are: To engage in and do any or all lawful acts or activities and to engage in and transact any or all lawful business permitted under the laws of the United States and the laws of the State of Florida.

Article IV. Authorized Stock. The corporation is authorized to issue One Million (1,000,000) shares of common stock of the par value of \$0.001 a share and having the aggregate par value of One Thousand Dollars (\$1,000.00).

Article V. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 333 South Franklin Street, Tampa, Florida 33602. The name of the initial registered agent of the corporation at this office is Eric S. Canonico.

Article VI. Initial Board of Directors. The corporation shall have a board of directors which shall initially consist of three (3) individuals. The number of directors may be increased or decreased from time to time by an amendment to, or in the manner provided in, the bylaws, provided that the number of directors shall not be less than one (1) individual at any time. The names and addresses of the individuals who shall serve as the initial directors of the corporation are:

Eric S. Canonico
18210 Crawley Road
Odessa, Florida 33556

Kirk W. Haynes
10716 N. Connechusett Road
Tampa, Florida 33617

Peter M. Semenick III
340 Plymouth Street
Safety Harbor, FL 34695

Article VII. Incorporators. The names and addresses of the incorporators are:

Eric S. Canonico
18210 Crawley Road
Odessa, Florida 33556

Kirk W. Haynes
10716 N. Connechusett Road
Tampa, Florida 33617

Peter M. Semenick III
340 Plymouth Street
Safety Harbor, FL 34695

Article VIII. Principal Office Address. The initial principal office address of the corporation is: 333 South Franklin Street, Tampa, Florida 33602, which is the same address as the corporation's initial registered office. The initial mailing address of the corporation is: P.O. Box 3432, Tampa, Florida 33601. The corporation reserves the privilege of having branch or other offices at places within or outside the State of Florida.

Article IX. Powers. The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

Article X. Indemnification and Limitation of Liability.

(a) The corporation shall indemnify each past, present and future director and officer of the corporation (and his or her heirs and personal representatives) against any and all liabilities, judgments, penalties, fines, settlements and reasonable expenses (including attorney's fees) incurred by each director or officer in connection with or arising out of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such director or officer is or may be involved by reason of his or her having been a director or officer of the Corporation, to the fullest extent permitted by Florida law now or hereafter in force, and the corporation shall advance the reasonable expenses incurred by such director or officer to the fullest extent permitted by Florida law.

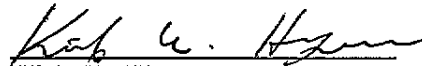
(b) To the fullest extent permitted by Florida law now or hereafter in force, no director or officer of the corporation shall be personally liable to the corporation or its stockholders for money damages resulting from his or her actions in his or her official capacity as a director or an officer. Any repeal, amendment or modification of the foregoing provision of this Article shall not adversely affect any right or protection of a director or an officer existing at the time of such repeal, amendment or modification.

Article XI. Amendment of Articles. The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, in the State of Florida, this 3rd day of August, 1998.

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

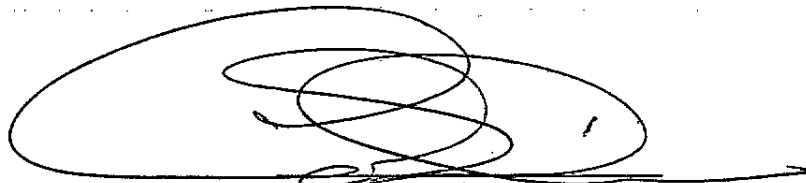
Eric S. Canonico
Incorporator

A handwritten signature in black ink, appearing to read 'Kirk W. Haynes' with a stylized flourish at the end.

Kirk W. Haynes
Incorporator

A handwritten signature in black ink, appearing to read 'Peter M. Semenick III' with a stylized flourish at the end.

Peter M. Semenick III
Incorporator

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

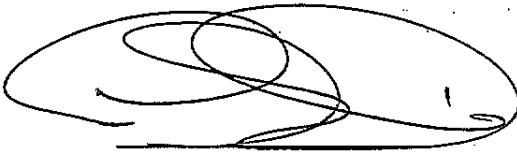
Eric S. Canonico
Registered Agent

Certificate Designating Registered Office and Registered Agent for Service of Process Within the State of Florida

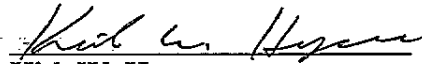
In compliance with Florida Statutes sections 48.091, 607.0501 and 607.0505, the following is hereby submitted:

That M3 Technologies, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, located at 333 South Franklin Street, Tampa, Florida 33602, hereby designates and appoints Eric S. Canonico as its registered agent to accept service of process at the aforesaid address, which address is hereby designated as the corporation's registered address for service of process within the State of Florida.

Executed in the State of Florida, this the 3rd day of August, 1998.



Eric S. Canonico
Incorporator/Director



Kirk W. Haynes
Incorporator/Director



Peter M. Semenick III
Incorporator/Director

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Acknowledgement and Acceptance

Having been designated as registered agent to accept service of process for the above named corporation, at the registered office of the corporation designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, acknowledge that I am familiar with, and accept, the obligations of this position, and further agree to comply with the duties and obligations imposed by, and in accordance with, the laws of the State of Florida relative to the proper and complete performance of my duties in this capacity.

Executed in the State of Florida, this the 3rd day of August, 1998.



Eric S. Canonico
Registered Agent