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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: HOLONOMIC RADIANCE, INC. AUDIT NUMBER.....H98000016573 DOC
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HOLONOMIC RADIANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a Corporation under Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be: HOLONOMIC RADIANCE, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are:

1. To engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

2. To sue and be sued, complain, and defend in its Corporate name.

3. To have a Corporate seal, which may be altered at will and to use it or any facsimile of it, by impressing or affixing it or in any other manner reproducing it.

4. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or in any legal or equitable interest in property wherever located.

5. To sell, convey mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

6. To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes Section

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MICHAEL B. RAPPEL, ESQ.
9600 W. SAMPLE ROAD, SUITE 205
CORAL SPRINGS, FL 33065
(954) 344-6800
FL BAR NO.: 0623857

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607.0833.

7. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity.
8. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guarantee and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the Corporation.
9. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
10. To conduct its business, locate offices, and exercise the powers granted by this act within or without this state.
11. To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit.
12. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation.
13. To make donations for the public welfare or for charitable, scientific, or educational purposes.
14. To transact any lawful business that will aid governmental policy.
15. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Corporation.
16. To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.
17. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

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18. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is 1000 shares of common stock at \$1.00 par value.

ARTICLE FIVE

The street address of the initial principal office of the Corporation is 577 E. Sample Road, Pompano Beach, FL 33064, and the name of its Registered Agent at such address is Asa J. Hoffman.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the Corporation is four (4). The names and addresses of the persons who are to serve as the members of the initial Board of Directors until the next annual meeting of shareholders or until his or her successor is elected and shall qualify is:

Gwendolyn H. Barry
577 E. Sample Road
Pompano Beach, FL 33064

Kim E. Murphy
577 E. Sample Road
Pompano Beach, FL 33064

Asa J. Hoffman
577 E. Sample Road
Pompano Beach, FL 33064

Aiba M. Hoffman
577 E. Sample Road
Pompano Beach, FL 33064

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ARTICLE SEVEN

This Corporation shall indemnify its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE EIGHT

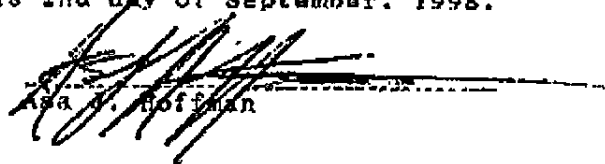
The shareholders of the Corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

ARTICLE NINE

The name and address of the Incorporator is:

Asa J. Hoffman
577 E. Sample Road
Pompano Beach, FL 33064

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of September, 1998.


Asa J. Hoffman

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STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared Asa J. Hoffman, who is personally known to me or has produced _____ as identification and who did _____ take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 2nd of September, 1998.

 Stephanie M. Renfrew
My Commission 00000078
Expires September 28, 2001


Notary Public, State of Florida
at Large.

My Commission Expires:

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**SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Florida Statutes Chapters 48 and 49, the following is submitted in compliance with said act:

HOLONOMIC RADIANCE, INC. being duly organized under the laws of the State of Florida with its principal office as indicated at the City of Pompano Beach, County of Broward, State of Florida has named Asa J. Hoffman, 577 E. Sample Road, Pompano Beach, FL 33064 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to said act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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