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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: SPY FACTORY, CORP.

AUDIT NUMBER.....H98000022593

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPY FACTORY, CORP.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be SPY FACTORY, CORP.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: Nancy Terminello, Esq.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133
Tel: (305) 444-5002
Florida Bar No. 897744

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ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

**PEDRO GONZALEZ
616 N.W. 26 Avenue
Miami, FL 33125**

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is : P.O. Box 347313, Coral Gables, FL 33234. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the person signing these articles and the name and street address of the persons who shall serve on the first Board of Directors is:

**PEDRO GONZALEZ, President, Vice-President, Secretary, Treasurer and Director
P.O. Box 347313
Coral Gables, FL 33234**


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ARTICLE VIII - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 4th day of December, 1998.


PEDRO GONZALEZ
P.O. Box 347313
Coral Gables, FL 33125

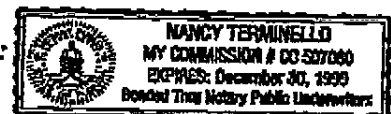
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 4th day of December, 1998, by PEDRO GONZALEZ, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced  as identification.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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EMPIRE CORP


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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida law the following is submitted:

SPY FACTORY, CORP., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at P.O. Box 347313, Coral Gables, FL 33234, has named **PEDRO GONZALEZ** as its agent to accept service of process within Florida.

DATED: 4th day of December, 1998.


PEDRO GONZALEZ, President
Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **SPY FACTORY, CORP.,** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


PEDRO GONZALEZ
Registered Agent

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naney/sou factory corp. Articles used

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