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Tuesday, January 5, 1999

Secretary Of State
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

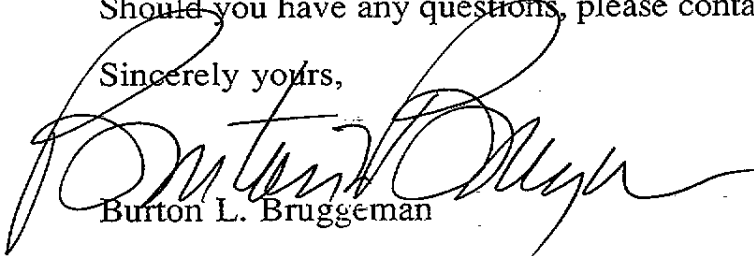
Gentlemen:

Enclosed please find the following:

1. Articles of Incorporation of Reel Technologies, Inc.
2. Check # 4204 in the amount of \$78.75 to cover filing and a certified copy of the Articles of Incorporation.

Should you have any questions, please contact me at 407-894-1177.

Sincerely yours,



Burton L. Bruggeman

BLB/dt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Burton (Bugs)
AUTHORIZATION BY PHONE TO
CORRECT art. 478
DATE 1/5/99
DOC. EXAM T.A.

TA-1/8/99

**ARTICLES OF INCORPORATION
OF**

Reel Technologies, Inc.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

Reel Technologies, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida Or any other state, county, territory or nation.

In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Florida In addition, it may do everything necessary suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of common stock that this corporation shall have the authority to issue is Seven Hundred Fifty Thousand (750,000), each shall have a par value of One Dollar (\$1.00) per share.

Each shareholder of record shall have one vote for each share of stock standing in his or her name CM1 the books of the corporation and entitled to vole, except that in tile election of directors he or she shall have the right to vote such number of shares for as many persons as there are directors to he elected.

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TALLAHASSEE, FLORIDA

Cumulative voting shall not be allowed in the election of directors or for any other purpose.

No shareholder of the corporation shall have any pre-emptive or similar right to acquire any additional unissued or treasury shares of stock₁ or other securities of any class, or rights, warrants or options to purchase stock or script, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

The Board of Directors from time to time distribute to the shareholders in partial liquidation, or out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Statutes of Florida

The corporation shall have the right to impose restrictions on the transfer of shares of the corporation.

A quorum, for the purpose of stockholder meetings, will consist of a majority of the shares issued and outstanding and entitled to vote at the meeting.

When a quorum is present, and when the statutes requires a vote of two-thirds of the shares entitled to vote to take action, the affirmative vote of a majority of the shares issued and outstanding and entitled to vote on the subject matter shall be the act of stockholders.

ARTICLE IV. CORPORATE ADDRESS

The principal address for the corporation shall be:

425 South Chickasaw Trail, Suite 321, Orlando, FL 32825.

The street address of the initial registered office of the corporation shall be: _____

2121 Lakeside Drive , Orlando, FL 32803

and, the name and address of the initial Registered Agent shall be that of:

Burton L. Bruggeman, Attorney at Law, 2121 Lakeside Dr. Orlando, FL, 32803.

ARTICLE V. BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall be two directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are

<u>Name</u>	<u>Mailing Address</u>
Stephen L. Huber	346 Virginia Ave. Longwood, FL 32750
G. Michael Adams	1725 Billingshurst Court. Orlando, FL 32825

The number of directors shall be as prescribed by the By-Laws, except that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three persons.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators these Articles of Incorporation are:

Burton L. Bruggeman
Attorney at Law
2121 Lakeside Dr.
Orlando, FL 32803

ARTICLE VIII. MISCELLANEOUS

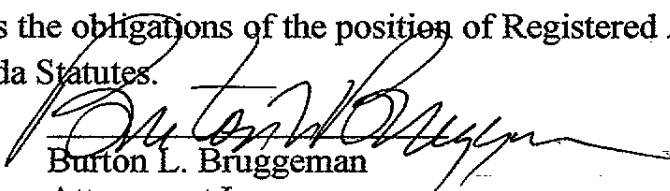
To the fullest extent permitted by the Corporation Code, as the same exists or may hereafter be amended, a Director of this Corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

In Witness Whereof, the undersigned have hereunto set their hand and seal
this 5th day of January 1999.

Benton B. Breyer

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

The undersigned having a business office as set forth above and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Burton L. Bruggeman
Attorney at Law
2121 Lakeside Dr.
Orlando, FL 32803

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