

P99000004591

December 18, 1998

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL. 32314

I am enclosing our check in the amount of 78.75 for the  
filing of articles of incorporation for " Photon, Inc."  
which are enclosed.

Thank You,

*Harold W. Morrow*

Harold W. Morrow  
21004 Lockhart Road  
Dade City, Fl. 33523

100002739651--3  
-01/13/99--01052--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
99 JAN 13 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JAN 15 1999

FILED  
99 JAN 13 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

PHOTON, Inc.

ARTICLE I

The name of this Corporation is Photon, Inc.  
The Principal office address is 14407 7th. Street  
Dade City, Florida 33523

ARTICLE II

The term of existence of this Corporation is perpetual.

ARTICLE III

This Corporaton is organized to transact any and all lawful  
business for which corporations may be incorporated under the  
Florida General Corporation Act.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue 10,000 shares  
of no par Capital Stock.

ARTICLE V

Directors

This Corporation shall have 3 directors initially.  
The number of directors may be either increased or diminished from  
time to time by the By-Laws but shall never be less than one [1].  
The names and addresses of the initial directors of this  
Corporation, who shall serve until their successors are elected or  
have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Bartholomew	4631 6th. st. Zephyrhills, Fl. 33541
Desiree R. Van Orman	4631 6th. st. Zephyrhills, Fl. 33541
Beverly J. triplett	37551 Farr Rd. Dade City, Fl. 33523

Articles of Incorporation of Photon, Inc.

ARTICLE VI

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the by-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. the names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President..	Michael Bartholomew 4631 6th st. Zephyrhills, Fl.
Vice-Pres..	Desiree R. Van Orman 4631 6th st. Zephyrhills, Fl.
Secretary..	Beverly J. Triplett 37551 Farr Rd. Dade City, Fl.
Treasurer..	Beverly J. Triplett 37551 Farr Rd. Dade City, Fl.

ARTICLE VII

Registered office and agent

<u>NAME</u>	<u>ADDRESS</u>
Desiree R. Van Orman	4631 6th st. Zephyrhills, Fl. 33541

ARTICLE VIII

INDEMNIFICATION

Every Director and every officer of this corporation serving this corporation at its request shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding of any settlement of any proceeding to which he or she may be a party or in which he or she may be involved by reason of his or her being or having been a director or officer of this corporation, or by reason of his or her serving or having served this corporation at its request, whether or not he or she is a director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties and also in the event of a settlement, before entry of judgement the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being in the best interests of this corporation, The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

Articles of Incorporation of Photon, Inc.

ARTICLE IX

BY - LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceeding that the proposed amendment be submitted to a meeting called for that purpose. at the shareholder's meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Harold W. Morrow      21004 Lockhart Road, Dade City, Fl. 33523

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature on the 11th day of JAN 1999

Harold W. Morrow

Articles of Incorporation of Photon, Inc.

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements personally appeared HAROLD W. MORROW to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last foreshaid this 11th day of Jan 1999

Shirley J. Golladay  
notary public State of Florida



Shirley J. Golladay  
MY COMMISSION # CC713986 EXPIRES  
March 3, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

Articles of Incorporation of Photon, Inc.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, Desiree R. Van Orman as Registered agent for Photon, Inc.  
do hereby agree to accept Service of Process on behalf of the  
Corporation, to keep my office location at 14407 7th Street  
County of pasco, State of Florida, open during prescribed hours;  
and to post my name in some conspicuous place in the above-stated  
office as required by law.

dated: 12/16/98

*Desiree R. Van Orman*

FILED  
99 JAN 13 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA