

MJC

MICHAEL J. COOPER
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859

January 27, 1999

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Florida Department of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

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-01/28/99--01049--006
*****78.75 *****78.75

RE: **Brigadoon Technologies, Inc.**

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00

TOTAL: \$ 78.75

Please return the certified copy of the Charter to me.

Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper

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Enclosures

xc: Mr. James Wear,
Brigadoon Technologies, Inc.

FILED
99 JAN 28 AM 11:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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1/28/99

ARTICLES OF INCORPORATION OF BRIGADOON TECHNOLOGIES, INC.

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

ARTICLE I - NAME

The name of the corporation is **BRIGADOON TECHNOLOGIES, INC.** with a mailing address of 3445 SW 6th Street, Ocala, FL 34474.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 3445 SW 6th Street, Ocala, FL 34474. The name of its initial Registered Agent is MICHAEL J. COOPER, whose address is: 321 NW Third Avenue, Ocala, FL 34475.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and address of the initial directors are:

James E. Wear
3445 SW 6th Street
Ocala, FL 34474

Michael T. McCann
3445 SW 6th Street
Ocala, FL 34474

Rick Diamond
3445 SW 6th Street
Ocala, FL 34474

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

James E. Wear
3445 SW 6th Street
Ocala, FL 34474

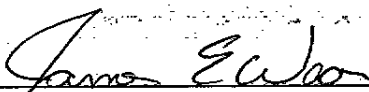
ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.


ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this 27 day of January, 1999.


JAMES E. WEAR,
Incorporator

I, **JAMES E. WEAR**, accept the office of Registered Agent. I am located at 3445 SW 6th Street, Ocala, FL 34474, the registered office of this corporation.


JAMES E. WEAR,
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and acknowledged before me this 27 day of January, 1999, by **JAMES E. WEAR**, as Incorporator and as Registered Agent, who:

- A) X is/are personally known to me OR
who has/have produced a driver's license OR
other identification:
B) X did OR did not take an oath.


Signature of Notary Public
Print Name: MICHAEL J. COOPER

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