

999000021804



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 161480 5021572

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 70.00

ORDER DATE : March 9, 1999

ORDER TIME : 9:32 AM

ORDER NO. : 161480-005

800002799218--1

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker  
GROCOCK & ABRAMSON  
GROCOCK & ABRAMSON  
Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: PHOTON DATA MERGER CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

\*\*\*FILE 1ST\*\*\*

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

99 MAR -9 PM 2:12

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR -9 AM 10:41

RECEIVED

DIVISION OF CORPORATIONS

3/9/99

ARTICLES OF INCORPORATION  
OF  
PHOTON DATA MERGER CO.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR -9 PM 2:12

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

**ARTICLE I**  
**Name of Corporation**

The name of the corporation is:

PHOTON DATA MERGER CO.

**ARTICLE II**  
**Commencement of Business**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III**  
**Purpose**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares of Common Stock, par value \$.0001 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

**ARTICLE V**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 7055 University Boulevard, Winter Park, FL 32790. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
J.T. Lin	7055 University Blvd. Winter Park, FL 32790

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have one (1) director initially. The name and address of the initial director is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
J.T. Lin	7055 University Blvd. Winter Park, FL 32790

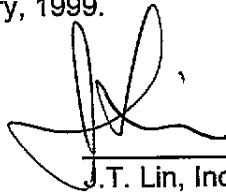
**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 7055 University Blvd., Winter Park, FL 32790, and the registered agent at this address is J.T. Lin.

**ARTICLE X**  
**Amendments**

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, the undersigned incorporator has hereunto set his hand and seal this 5<sup>th</sup> day of February, 1999.

A handwritten signature in black ink, appearing to be 'J.T. Lin', is written over a horizontal line.

J.T. Lin, Incorporator

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

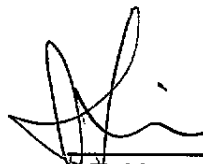
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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That PHOTON DATA MERGER CO., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 7055 University Blvd., Winter Park, FL 32790, County of Orange, State of Florida, has named J.T. Lin, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



\_\_\_\_\_  
J.T. Lin,  
Registered Agent

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