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7510 RIDGE ROAD
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727/842-9105
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April 1, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **21st Century Innovation Technologies, Inc.**

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for **21st Century Innovation Technologies, Inc.**

Also enclosed is our firm's check in the amount of \$70.00 representing the filing fee. Please return a copy of the Articles once the file number has been issued.

If any further information is required, please do not hesitate to contact us.

Sincerely,



STEPHEN C. BOOTH

/klo
Enclosures

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-04/09/99-01064--006
*****70.00 *****70.00

99 APR -9 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
21st CENTURY INNOVATION TECHNOLOGIES, INC.

FILED
99 APR -9 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is **21st CENTURY INNOVATION TECHNOLOGIES, INC.**

ARTICLE II.

This corporation is organized for the purposes of engaging in any and lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

This corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV.

This corporation shall have perpetual existence and its existence shall commence upon the filing of these Articles.

ARTICLE V.

The street address of the principal office is 7707 Sylvan Drive, Hudson, Florida 34667, and the address of the initial registered office of this corporation is 7707 Sylvan Drive, Hudson, Florida 34667 and the name of the initial registered agent at that address is John V. Mariano, Jr.

ARTICLE VI.

This corporation shall have one (1) 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. The name and address of the initial director of this corporation is John V. Mariano, Jr., 7707 Sylvan Drive, Hudson, Florida 34667.

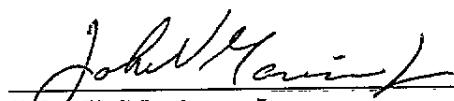
ARTICLE VII.

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE VIII.

The name and address of the person signing these Articles is John V. Mariano, Jr., 7707 Sylvan Drive, Hudson, Florida 34667.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of March, 1999.

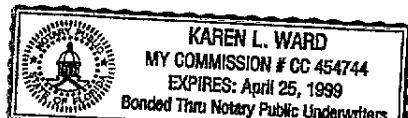

John V. Mariano, Jr.

IN WITNESS WHEREOF, the undersigned, with the execution of these Articles, is familiar with and accepts the duties as registered agent.


John V. Mariano, Jr., as Registered Agent

STATE OF FLORIDA :
COUNTY OF PASCO :

The foregoing instrument was acknowledged before me this 30th day of March, 1999, by **John V. Mariano, Jr.**, who is personally known to me or who has produced Fl Drivers License as appropriate identification.


Karen L. Ward-Olson
Notary Public

THIS INSTRUMENT PREPARED BY:
STEPHEN C. BOOTH, Esquire
Booth & Cook, P.A.
7510 Ridge Road
Port Richey, FL 34668
Telephone: (727) 842-9105

29 APR - 9 PM 4:40
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED