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LAW OFFICES OF  
SHAW STEDMAN, P.A.

JACK W. SHAW, JR.  
SHARON LEE STEDMAN

1516 E. HILLCREST STREET  
Suite 108  
Orlando, Florida 32803

telephone: (407) 894-7844  
facsimile: (407) 894-5657

July 7, 1999

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

800002828198--8  
-07/12/99--01043--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of Zetetic Systems, Inc.

Dear Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above named company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$78.75, covering:

\$35.00--Filing fee  
35.00--Certificate designating registered agent  
8.75--Certified copy  
\$78.75

Thank you,

*Julie Munro-Shaw*

Julie Munro-Shaw,  
Legal Assistant to  
JACK W. SHAW, JR.

FILED  
99 JUL 12 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Jack W. Shaw GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article VI  
DATE 7-22  
DOC. EXAM Lee

cc: Jim and Wendy Munro  
Enclosures  
/jms

W99-16582

EFFECTIVE DATE  
7-15-99

**EFFECTIVE DATE**  
**7-15-99**

**ARTICLES OF INCORPORATION**  
**OF**  
**ZETETIC SYSTEMS, INC.**

**FILED**  
99 JUL 12 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I-NAME**

The name of this corporation is **ZETETIC SYSTEMS, INC.**

**ARTICLE-II-DURATION**

This corporation shall have perpetual existence commencing on July 15, 1999, at 12:00 A.M., after the filing of these Articles with the Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares," and to be issued in 100 share blocks only.

**ARTICLE V- PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

**ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial <sup>and principal office</sup> registered office of this corporation is 1516 East Hillcrest Street, Suite 108, Orlando, Florida, 32803-4714, and the name of the initial registered agent of this corporation at that address is **Jack W. Shaw, Jr.**

**ARTICLE VII-INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

**Wendy Munro, President**  
7545 North Shores Drive  
Navarre, Florida 32566

**Jim L. Munro, Sr., Vice-President**  
7545 North Shores Drive  
Navarre, Florida 32566

#### **ARTICLE VIII-INCORPORATORS**

The name and address of the Incorporator signing these articles is: **Jim L. Munro, Sr.** at 7545 North Shores Drive, Navarre, Florida, 32566.

#### **ARTICLE IX-INDEMNIFICATION**

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

#### **ARTICLE X-AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

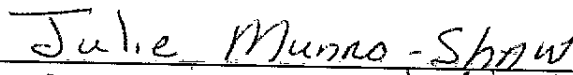
**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the 28th day of March, 1999.

  
JIM L. MUNRO, SR.

**STATE OF FLORIDA**  
**COUNTY OF ORANGE**

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Jim L. Munro, Sr.**, known to be and known by me personally, and who has produced a Florida drivers license as identification, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have set my hand and seal in the State and County above, this 28th day of March, 1999.

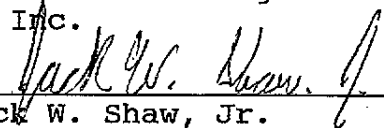
  
Typed or Printed Name: Julie Munro-Shaw  
Notary Public, State of Florida  
My Commission Expires:  
Commission No.:



Julie Munro-Shaw  
MY COMMISSION # CC708337 EXPIRES  
January 14, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
FOR ZETETIC SYSTEMS, INC.

I hereby accept the designation of the undersigned as  
registered agent for Zetetic Systems, Inc.

  
\_\_\_\_\_  
Jack W. Shaw, Jr.  
1516 E. Hillcrest Street  
Suite 108  
Orlando, FL 32803  
(407) 894-7844

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