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ARTICLES OF INCORPORATION

ARTICLE ONE NAME

THE NAME OF THE CORPORATION IS N294SM, INC.

ARTICLE TWO CORPORATE DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE THREE PURPOSE

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SECULARISE F STATE
TALLAHASSEE, FLORIDA

THE GENERAL PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA AND ALL OTHER THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR CAPITALIZATION

THE AGGREGATE NUMBER OF SHARES OF STOCK WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES. SUCH SHARES SHALL BE OF A SINGLE CLASS AND WITHOUT PAR VALUE.

ARTICLE FIVE INITIAL OFFICE AND REGISTERED AGENT

- I. THE STREET ADDRESS OF THE INITIAL OFFICE OF THE CORPORATION IN FLORIDA IS 479 SEABROOK ROAD, TEQUESTA, FLORIDA, 33458.
- 2. The name and post office address of the resident agent of the corporation in Florida is Ed Bush & Associates, P.A. (a Florida corporation), 479 Seabrook Road, Tequesta, Florida, 33459.
- 3. THE MAILING ADDRESS OF THE CORPORATION SHALL BE 479 SEABROOK ROAD, TEQUESTA, FLORIDA, 33458.

ARTICLE SIX INITIAL BOARD OF DIRECTORS

THE INITIAL NUMBER OF DIRECTORS OF THE CORPORATION IS ONE (1). THE NAME AND ADDRESS OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST MEETING OR UNTIL THEIR SUCCESSORS ARE DULLY CHOSEN AND QUALIFIED IS:

NAME

ADDRESS

SUZANNE MOORHEAD

479 SEABROOK ROAD TEQUESTA, FL 33458

ARTICLE SEVEN INCORPORATORS

THE NAME AND ADDRESS OF THE INCORPORATOR SIGNING THESE ARTICLES IS:

EDWARD J. BUSH, ESQ.

PRESIDENT, ED BUSH & ASSOCIATES, P.A.

479 SEABROOK ROAD

TEQUESTA, FL 33458

305-688-3290

ARTICLE EIGHT PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE NINE INDEMNIFICATION

NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY BY SUCH DIRECTOR AS A DIRECTOR. THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE TEN AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, 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 DATE OF SIGNING.

ED BUSH & ASSOCIATES, P.A.

BY:

EDWARD J. BUSH, ESQ., INCORPORATOR

FLORIDA BAR No.: 940577

CERTIFICATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.

FIRST, THAT SUZANNE MOORHEAD, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ED BUSH & ASSOCIATES, P.A., A FLORIDA CORPORATION, LOCATED AT 479 SEABROOK ROAD, TEQUESTA, FL 33458 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

DATED: SEPTEMBER 8, 1999

EDWARD J. BUSH, ESQ., INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

BY:

DATED: SEPTEMBER 8, 1999

ED BUSH & ASSOCIATES, P.A.

EDWARD J. BUSH, PRESIDENT

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