

P99000101378

TRANSMITTAL LETTER

November 18, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003049081--6
-11/19/99--01001--018
*****87.50 *****87.50

SUBJECT: Polaris Technology Group, Inc.
Proposed corporate name

Enclose an original and 2 copies of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50. Please provide a certified copy of the incorporation papers and a Certificate of Status.

SIGNED: Stanley L. Smith
Stanley L. Smith

From: Stanley L. Smith

Name

646 Caribbean Way

Address

Niceville, FL 32578

850-729-6326

Daytime Telephone Number

EFFECTIVE DATE
01/01/00

99 NOV 18 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

T. SMITH NOV 18 1999

ARTICLES OF INCORPORATION

of

POLARIS TECHNOLOGY GROUP, INC.

EFFECTIVE DATE

01/01/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 18 PM 3:59

APPROVED
AND
FILED

ARTICLE I: NAME

The name of the Corporation shall be Polaris Technology Group, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:
646 Caribbean Way, Niceville, FL 32578.

ARTICLE III: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 4,000.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Stanley L. Smith; 646 Caribbean Way, Niceville, FL 32578.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Stanley L. Smith; 646 Caribbean Way, Niceville, FL 32578.

ARTICLE VI: VOTING ENTITLEMENT OF SHARES

Each outstanding share is entitled to one vote on matters submitted to vote at a meeting of stockholders, except that shares shall have cumulative votes in electing members of the board of directors.

ARTICLE VII: SHAREHOLDERS PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VIII: LIABILITY OF THE BOARD OF DIRECTORS

Directors of the corporation shall not be liable to either the corporation or to its shareholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

ARTICLE IX: EFFECTIVE DATE OF INCORPORATION

The effective date for formation of the Corporation shall be January 1, 2000.

The undersigned has executed these Articles of Incorporation this 18th day of November 1999.

Stanley L. Smith
Stanley L. Smith, Incorporator

11/18/99
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

Stanley L. Smith
Stanley L. Smith, Registered Agent

11/18/99
Date

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Polaris Technology Group, Inc.

2. The name and address of the registered agent and office is:

Stanley L. Smith

646 Caribbean Way

Niceville, FL 32578

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

Signature: _____

Stanley L. Smith, Registered Agent

Date: _____

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