

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

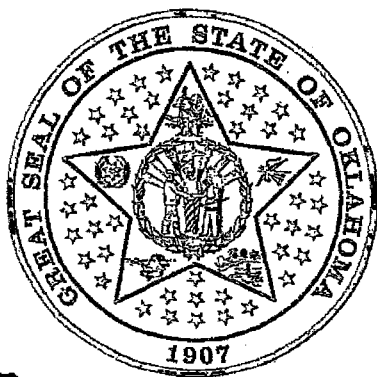
WHEREAS, the Certificate of Incorporation of

WAVE TECHNOLOGIES, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 24TH day of OCTOBER, 2002.

By: Kay Dudley  
Secretary of State  
Larry Preston

DB 700323

395186

**FILED**

**CERTIFICATE OF INCORPORATION**

OCT 24 2002

OKLAHOMA SECRETARY  
OF STATE

**TO: OKLAHOMA SECRETARY OF STATE**  
2300 N. Lincoln Blvd., Room 101, State Capital Building  
Oklahoma City, Oklahoma 73105-4897

The undersigned, for the purpose of forming an Oklahoma profit corporation pursuant to the provisions of Title 18, Section 1001, do hereby execute the following certificate of incorporation:

1. The name of the corporation is: **Wave Technologies, Inc..**
2. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:  
  
**Mr. Howard C. Whetzel, 11852 W. Brake Rd., Blackwell, Oklahoma 74631**

3. The duration of the corporation is: **Perpetual**
4. The purpose or purposes for which the corporation is formed are:

**To engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma.**

5. The aggregate number of shares, which the corporation shall have the authority to issue, the designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<b>Number of shares</b>	<b>Series</b>	<b>Par Value Per Share</b>
<b>Common: 50,000</b>		<b>.001</b>

**PREFERRED: 0**

6. If the powers of the incorporator(s) are to terminate upon filing of the certificate of incorporation, the names and mailing address of the persons who are to serve as director(s)

<b>NAME</b>	<b>MAILING ADDRESS</b>	<b>CITY</b>	<b>STATE</b>	<b>ZIP</b>
<b>N/A</b>				

**RECEIVED**  
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OF STATE

7. The name and mailing address of the undersigned incorporator(s):

<b>NAME</b>	<b>MAILING ADDRESS</b>	<b>CITY</b>	<b>STATE</b>	<b>ZIP</b>
Howard C. Whetzel	11852 W. Brake Rd.	Blackwell	OK	74631

Signed and dated this 24th of October, 2002

**\*SIGNATURE OF ALL INCORPORATORS**

Howard C. Whetzel