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FLORIDA PROFIT CORPORATION OR P.A.

P2S Holdings, Inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
P2S HOLDINGS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: P2S HOLDINGS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 903 Clint Moore Road, Boca Raton, Florida 33487.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Sixty Million (60,000,000) shares of which (1) 50,000,000 shares have been designated as Common Stock, par value \$.001 per share, and (2) 10,000,000 shares of Preferred Stock, par value \$.001 per share.

The Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Common Stock shall be designated "Common Stock" of a par value of \$.001 each, and the number of shares constituting the Common Stock shall be 50,000,000 shares.
2. Voting Rights. The Common Stock shall be non-voting, and holders of Common Stock shall not be entitled to vote except as required by the Florida Business Corporation Act.

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3. Dividends. Holders of Common Stock shall be entitled to dividends as shall be designated by the Corporation's Board of Directors from time to time.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Richard Hersh
903 Clint Moore Road
Boca Raton, Florida 33487

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially.

Michael J. Darden
903 Clint Moore Road
Boca Raton, Florida 33487

Orin Neiman
903 Clint Moore Road
Boca Raton, Florida 33487

Richard Hersh
903 Clint Moore Road
Boca Raton, Florida 33487

ARTICLE VIII
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Richard Hersh, 903 Clint Moore Road, Boca Raton, Florida 33487.

ARTICLE IX
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

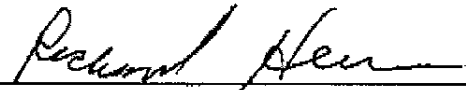
ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 22 day of February 2005.

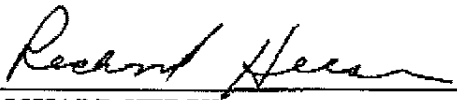

Richard Hersh, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

P2S HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 903 Clint Moore Road, Boca Raton, Florida 33487 has named Richard Hersh whose address is 903 Clint Moore Road, Boca Raton, Florida 33487 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


RICHARD HERSH

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