

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Automated Profit
Sharing, Inc

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- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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Signature _____

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ARTICLES OF INCORPORATION

OF

AUTOMATED PROFIT SHARING, INC.

I, JOHN J. MULLER, the undersigned, do hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be AUTOMATED PROFIT SHARING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date contained herein below.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares."

ARTICLE V - PREFERENCE, LIMITATIONS
AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among an number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal officer of this corporation is 11951 S.W. Kingsway Circle, Lake Suzy, Florida 34266, and the name of the initial registered agent of this corporation at that address is JOHN J. MULLER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

JOHN J. MULLER, President/Secretary-Treasurer
11951 S.W. Kingsway Circle
Lake Suzy, Florida 34266

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

JOHN J. MULLER
11951 S.W. Kingsway Circle
Lake Suzy, Florida 34266

ARTICLE IX - BY-LAWS

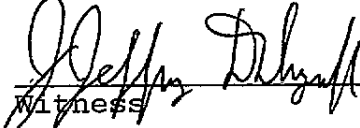
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

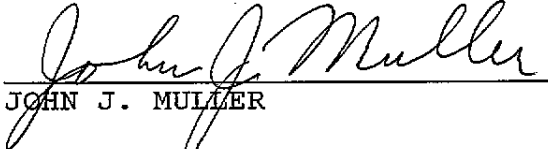
This corporation reserves the right from time to time to amend, alter, repeal, or add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of the Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by the Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have expected these Articles of Incorporation on this 22nd day of January, 1998.

Signed and sealed in our presence:



Witness



JOHN J. MULLER

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

* * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That AUTOMATED PROFIT SHARING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 11951 S.W. Kingsway Circle, Lake Suzy, County of Charlotte, State of Florida, has named JOHN J. MULLER, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: John J. Muller
JOHN J. MULLER

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