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16 December 1998

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-01/11/99-01052-004
*****122.50 *****78.75

Florida Division of Corporations
ATTN: New Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: **HIGHER EDGE, INC.**

Dear Sir or Madam:

Enclosed for filing please find articles of incorporation for the above referenced corporation and a copy of the same articles for stamping "filed" and returning to me with the certificate of incorporation. Also enclosed is my check in the amount of \$122.50 (filing fee = \$35.00; certified copy = \$52.50; and registered agent designation = \$35.00). Once filed, please return the copy of the articles stamped "filed" and the certificate of incorporation to me.

Thank you for your attention to this matter. Extending you the kindest, professional courtesies I remain

Sincerely yours,

Stanley A. Spring
Attorney at Law

FILED
99 JAN 11 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tory GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article XV add RA and
and PS 11+12 (signature)
DATE _____
DOUG. W. PH
13

P. Hall JAN 12 1999

**ARTICLES OF INCORPORATION
OF
HIGHER EDGE, INC.**

FILED
99 JAN 11 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
NAME**

The name of the corporation shall be: **HIGHER EDGE, INC.**

**ARTICLE II.
DURATION**

The duration of the corporation shall be perpetual and its existence shall commence upon the filing of these Articles by the Florida Department of State.

**ARTICLE III.
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.
CAPITAL STOCK**

The corporation is authorized to issue 1,000,000 shares of no par value common stock. Shareholders shall have pre-emptive rights.

No stock of this corporation shall be transferred unless the stock shall have first been offered for sale to the corporation, and if the corporation shall fail or refuse to accept the offer, to each of the other shareholders of this corporation. Further, all shares of stock issued in the Corporation shall bear a notation clearly visible on their

face that these shares are not transferrable unless and until they have been first offered for sale to the corporation in conformance with these Articles and the By-laws of said corporation.

The offeree shall have an option purchase the stock to be transferred at the following price:

A. At the same price and on the same terms and conditions as the offeror shall have been offered from a third person at arms length, acting in good faith, or fair market value, whichever is less. The offer shall be in writing and shall set forth the price and terms on which the stock is offered. The offer shall be sent by certified mail to the President or Secretary of the corporation and to each stockholder at the address listed on the Corporation's stock register. The rights to transfer stock shall not exist until the Corporation and all existing stockholders either refuse in writing or until they fail for a period of ninety (90) days after receipt of the written offer to accept it by compliance with the terms and conditions therein set forth. The regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the by-laws of the Corporation, but under no circumstances shall any stock be issued to any shareholder without having said shares of stock bearing the provision that it cannot be sold, assigned or transferred for any reason whatsoever without first having been offered to the Corporation in accordance with the provisions of these Articles and By-laws of said Corporation.

B. Should the Corporation be unable or unwilling for any reason to exercise its option as granted above, the option may be exercised by such stockholders as desire to exercise it, in the proportions in which the stockholders hold stock in the Corporation.

C. After the expiration of the option period, no transfer at a price less than has been offered to the Corporation and other stockholders on terms and conditions varying from those shall be valid until the rights shall have been offered to the Corporation and to the stockholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the stockholder who proposes to transfer his stock.

D. The stockholders in this Corporation may make agreements, either in the by-laws or by a shareholder agreement, between themselves relative to the purchase, among themselves, of the stock of this Corporation in the event of death, insanity, retirement or disability of any stockholder's spouse and linear descendants. Any and all shareholder's agreements entered into in the Corporation must be in conformance with the percentage of shares to be voted for an amendment of these Articles. A copy of such agreement shall be filed with the Secretary or Secretary-Treasurer of the Corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, administrators, legatees, executors, and assigns.

E. No sale, mortgage, conveyance, transfer, seizure, donation, sale under legal process or attachment, by virtue of any disposal of stock of any nature whatsoever, shall have any effect as related to the Corporation or its shareholders, nor shall it be valid in any fashion until the option period provided above shall have expired

ARTICLE V.
SECTION 1244 STOCK

The stock of this Corporation shall be issued only for cash or for property or for services actually rendered to the Corporation. The Board of Directors shall fix the terms and conditions of sale and the time for payment of all stock sold. The valuation placed by the Board of Directors shall fix the terms and conditions of sale and the time for payment of all stock sold. The valuation placed by the Board of Directors upon consideration shall be conclusive as provided in of the Florida Corporation Law, as amended. The stock of this Corporation shall be fully paid and non-assessable property.

ARTICLE VI.
CORPORATE POWERS

A. Unless and until otherwise provided in the By-laws, all of the corporate powers of this Corporation shall be managed by a Board of Directors, consisting of not less than the number of shareholders of said Corporation if the number of shareholders of said Corporation are less than three (3) and in the event that the number of shareholders are more than three (3), not less than three (3) nor more than ten (10)

directors; and under no circumstances can the by-laws of said Corporation be accepted or modified or amended without at least fifty-one (51%) percent vote of the shareholders or as provided by law, whichever is less, but in no event less than fifty-one (51%) percent. The number of Directors may be increased or decreased within the limits provided by a majority vote of the Directors, which can also be voted upon by proxy by existing Directors. The incorporators shall be the first Directors.

B. The Board of Directors may, from time to time, provide for the declaration of stock dividends, or a declaration of stock dividends may be performed by at least fifty-one (51%) percent vote of the shareholders of said Corporation.

C. The term of office of Directors for said Corporation is hereby stated to be five (5) years from the date of their election.

D. Directors of said Corporation may be removed at any time, with or without cause, by a vote of fifty-one (51%) percent of the shareholders at any meeting called by said shareholders in accordance with the provisions of these Articles for special meetings of the shareholders.

E. The Board of Directors shall have the authority to make and alter the By-laws, including the right to make and alter the By-laws, fixing their qualifications in accordance with these Articles.

F. The Board shall have further authority to exercise such other powers and do all such other lawful acts and things which this Corporation or its shareholders might

do, or by the Articles of Incorporation, or by the By-laws of this Corporation.

G. The general annual meeting of the shareholders of this Corporation, which shall include a review of the performance of all Directors of said Corporation, may be held anywhere in or outside of the United States. Notice there shall be given in the manner as set forth in the By-laws. Failure for any cause whatsoever to hold an annual meeting of the shareholders or the failure to approve the performance of each Director when required at such meeting shall not effect or vitiate the corporate existence. The general annual meeting of the shareholders shall take place on the 1st day of August each year, if that day is not a legal holiday either inside or outside the State or country if held outside the United states, nor the State of country if held outside the United States. If that day is a legal holiday, either inside or outside the United States depending upon the designated place for said meeting, the meeting will be held on the first business day thereafter beginning in January unless otherwise provided in the By-laws.

H. The number, classification, qualifications, term of office, manner of election, time and place of meeting, whether within or outside the State of Florida or the United States and the powers and duties of the Directors, may from time to time, be fixed, changed, increased or reduced in accordance with these Articles and By-laws of the Corporation.

I. Until otherwise provided in the By-laws, any Director or Directors absent

from a meeting may be represented by any other person, whether or not he is a Director or shareholder, who may cast the vote of the absent Director or Directors according to the written instructions, general or specific, of the absent Director(s) which shall be filed with the Secretary prior to said meeting.

J. A majority of the number of Directors Board shall constitute a quorum of the Board in order to conduct business subject to the notice requirements herein. Additionally, any person or persons appearing as proxies for any absent Director(s) shall be included in determining a quorum.

K. Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken by a majority consent of the Directors of said Corporation, without a meeting, or as provided in the by-laws, but must be reduced to writing and signed by the number of shareholders comprising at least fifty-one (51%) percent of the outstanding shares of said Corporation to have any effect whatsoever.

ARTICLE VIII **SPECIAL MEETINGS**

Special meetings of shareholders cannot be called unless at least fifty-one (51%) of the outstanding shares retained by whatever number of shareholders retaining at least fifty-one (51%) of the outstanding shares call such special meeting. Any meetings must be called in accordance with the motion requirements provided in the by-laws of the corporation.

ARTICLE IX
SHAREHOLDER QUORUM

A quorum for voting on any issue of any shareholder meeting must consist of at least fifty-one (51%) percent of the outstanding shares of the Corporation and held by whatever number of shareholders that comprise fifty-one (51%) percent of the outstanding shares of said Corporation.

ARTICLE X
SHAREHOLDER ACTION

If shareholder action or approval is required by law in connection with the amendment of these Articles or merger, consolidation, transfer of corporate assets or dissolution or involving the Corporation, such action or approval shall be taken or given only upon the affirmative vote of fifty-one (51%) percent of the shares entitled to vote on the particular question, or as provided by law, whichever requirement is lower, but in no event less than fifty-one (51%) percent.

ARTICLE XI
STOCK REDEMPTION

The Corporation may purchase or redeem its own shares in the manner and on

the conditions permitted and shall be considered treasury shares and may be canceled and the capital stock reduced, as the Board of Directors may from time to time determine in accordance with law.

ARTICLE XII
DIVIDENDS AND SURPLUS

The Board of Directors shall have such power and authority with respect of capital, surplus and dividends, including allocation, increases, reduction, utilization, distribution, and payment, as is permitted and provided in the Business Corporation Law or other applicable law, as amended.

ARTICLE XIII
CLASSES OF SHARES

Changes in the rights of holders of shares of any class of shares of stock which are issued and may be issued shall be made by and upon an affirmative vote of the same number of shareholders necessary to amend these Articles, and in the event that another class of shares is issued, only by members of that Class whose rights shall be affected.

All shares of stock purchased by shareholders of this Corporation shall be Section 1244 stock as defined under 26 U.S.C.S. Section 1244, et seq., as amended, if determined applicable by the Board of Directors.

ARTICLE XV.
PRINCIPAL OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The corporation's principal place of business and mailing address is , 191 Talladega Trail, Pensacola, Florida 32506 . The street address of the initial registered office of the corporation is 191 Talladega Trail, Pensacola, Florida 32506, and the initial registered agent at such address is John P. Holmes.

ARTICLE XVI.
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with these Articles of Incorporation or by the bylaws but shall never be less than one.

ARTICLE XVII
INCORPORATORS

The names and addresses of the incorporators are:

Name:
John P. Holmes

Address:
191 Talladega Trail
Pensacola, Florida 32506

ARTICLE XVIII.
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders in accordance with these Articles of Incorporation.

ARTICLE XIX.
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this ____ day of December, 1998.

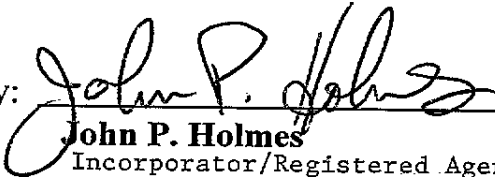
See signature on Page 12

JOHN P. HOLMES

**ACCEPTANCE OF REGISTERED AGENT
FOR
HIGHER EDGE, INC.**

Having been named to accept the service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 24 day of December, 1998.

By: 
John P. Holmes
Incorporator/Registered Agent

FILED
99 JAN 11 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA