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From-DAVID WILLIAMS LAW FIRM PA

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : AGENTS AND CORPORATIONS, INC
Account Number : I20010000112
Phone : (302) 575-0875
Fax Number : (302) 575-0925

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2005 JUN 30 AM 9:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

Every Penny Counts, INC.

RECEIVED
05 JUN 30 PM 1:08
DIVISION OF CORPORATION

Certificate of Status	0
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Page Count	01
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J. BRYAN JUL - 1 2005

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Every Penny Counts, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

EPC Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 2, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1434 SW 51st LANE CAPE CORAL, FL 33914
(Principal office address)

(Current mailing address)

8. Develop Intellectual Property
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Agents and Corporations, Inc.

Office Address: Suite E, 773 4th Avenue North

Naples, Florida 34102
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David Williams

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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ALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: BERTRAM V. BURKE
Address: 1434 SW 51ST AVE, Cape Coral, FL 33914

Vice Chairman: MICHAELA BURKE
Address: 1434 SW 51ST LANE, Cape Coral, FL 33914

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Bertam V. Burke
(Signature of Director or Officer listed in number 12 of the application)

14. BERTAM V BURKE CEO + Chairman
(Typed or printed name and capacity of person signing application)

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Delaware

PAGE 1

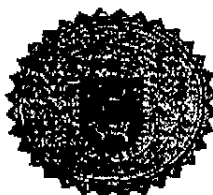
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EVERY PENNY COUNTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE, A.D. 2005.

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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3988276

DATE: 06-29-05