

P000000001658

David Simpson
310 5th Ave. N.
Safety Harbor, Fl 34695

TRANSMITTAL LETTER

December 23, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

600003084336--5

-12/30/99-01049-016

****122.50 *****78.75

SUBJECT: Club Performance, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50.

FROM: David Simpson
310 5th Ave. N.
Safety Harbor, Fl 34695
727-510-9718

Sincerely,



David Simpson

FILED
99 DEC 29 PM 12:53
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

ARTICLES OF INCORPORATION
OF

FILED
99 DEC 29 PM 12:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

CLUB PERFORMANCE, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Club Performance, Inc.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

310 5th Ave. N.
Safety Harbor, Fl 34695

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000,000 shares at one cent (\$.01) par value.

Authorized capital stock may be paid in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

David Simpson
310 5th Ave. N.
Safety Harbor, Fl 34695

ARTICLE V AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VI INITIAL DIRECTOR

The name and address of the first board of directors who shall hold office until his successor(s) is (are) elected and have qualified, are as follows:

David Simpson

310 5th Ave. N.
Safety Harbor, Fl 34695

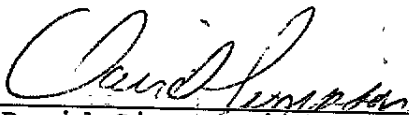
ARTICLE VII INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

David Simpson

310 5th Ave. N.
Safety Harbor, Fl 34695

The undersigned has executed these Articles of Incorporation this 23rd day of December, 1999.


David Simpson, Director

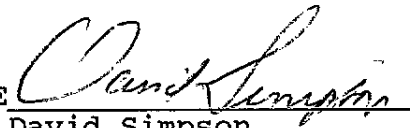
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Club Performance, Inc.
2. The name and address of the registered agent and office is:

David Simpson
310 5th Ave. N.
Safety Harbor, Fl 34695

SIGNATURE


David Simpson

TITLE: President

DATE

12/27/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


David Simpson

DATE

12/27/99

FILED
99 DEC 29 PM 12:53
TALLAHASSEE, FLORIDA