

CAPITAL CONNECTION, INC.

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

P000000 24598

Valuepaint, Inc

700003164337--5
-03/09/00--01092--008
*****78.75 *****78.75

Signature _____

Requested by: LS

Name _____

Date 3/9/00

Time 1:41

Walk-In _____

Will Pick Up _____

- ☒ 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 _____

FILED
00 MAR -9 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR -9 PM 2:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

26-2
3-6-00

**ARTICLES OF INCORPORATION
OF
VALUEPRINT, INC.**

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **VALUEPRINT, INC.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of
the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is **100,000 shares of common stock of 1.00 Dollar per share
par value.**

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date
of the signing of these Articles of Incorporation.

FILED
00 MAR -9 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at **13615 Bruce B. Downs Boulevard, Suite 111, Tampa, Florida 33613.**

The name and street address of the initial registered agent of the corporation in the State of Florida is: **Richard Reeves, 13615 Bruce B. Downs Blvd., Suite 111, Tampa, Florida 33613.** The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws.
This corporation shall have one (1) director, as follows:

NAME	ADDRESS
Richard Reeves	216 Hayes Road Lutz, Florida 33549

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME	ADDRESS
Richard Reeves	216 Hayes Road Lutz, Florida 33549

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporator, by: **Richard Reeves.**

Dated this 8th day of March, 2000.

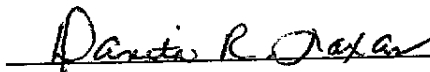


Richard Reeves, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8 day of March
2000, by **Richard Reeves**, who is personally known to me or who has produced
FL LIC# B12074152371₀ as identification.

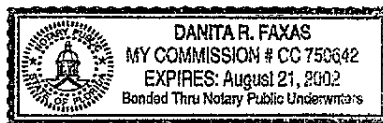


Printed Name:

Notary Public

My Commission Expires:

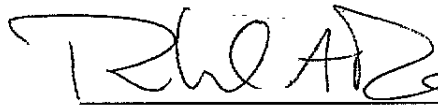
Serial Number:



**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 **VALUEPRINT, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named **RICHARD REEVES**, located at 13615 B. WCLB. Downs
St 111, Tampa, FL 33613, as its agent to accept service of process within this state.



Richard Reeves
Incorporator

FILED
00 MAR 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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.



Richard Reeves
Registered Agent