

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.) Proformance Enterprises, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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DEPARTMENT OF TALLAHASSEE
DIVISION OF CORPORATE REGISTRATION

"When you need ACCESS to the world"
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T. SMITH JUL - 6 2000

**Articles of Incorporation
of
PROFORMANCE ENTERPRISES, INC.**

**Article I
Name**

Proformance Enterprises, Inc.
844 Tuscaloosa Street
West Palm Beach, Florida 33405

**Article II
Duration**

This corporation shall have perpetual existence.

**Article III
Purpose**

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those now exist or as they may hereafter provide.

**Article IV
Capital Stock**

This organization is authorized to issue 1000 shares of **ONE DOLLAR**, (\$1.00) par value common stock.

**Article V
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is:
844 Tuscaloosa Street West Palm Beach, Florida 33405
The name of the initial registered agent of this corporation is:
Karl Seidenstucker

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Article VI
Incorporators

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

Karl Seidenstucker
844 Tuscaloosa Street
West Palm Beach, Florida 33405

Article VII
Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

Article VIII
Indemnification

This corporation shall to the fullest extent permitted by the provisions of Florida Statutes 607.0850, as the same may be amended and supplemented, indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity while holding such office, and shall inure to the benefit of the heirs executors and administrators of such a person.

Article IX
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article X
Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw as not being subject to amendment or repeal by the directors.

Article XI
Beginning of Corporate Existence

Corporate existence shall begin upon receipt of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
this 5th day of July, 2000.

Signature [Handwritten Signature]

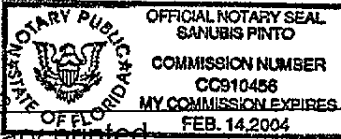
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority,
on this day personally appeared Karl Seidershocker who executed the foregoing
instrument in her personal or authorized representative capacity indicated above, and
() who is personally known to me, or
() who did not take an oath

WITNESS my hand and official seal in the county and State last aforesaid,
this 5th day of July, 2000.

[Handwritten Signature: Sanubis Pinto]
Notary Public

Sanubis Pinto
Name of Notary printed



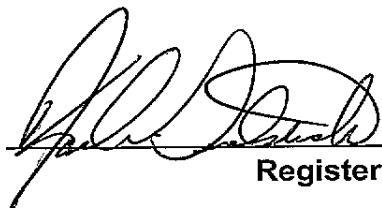
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

Proformance Enterprises, Inc. to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Karl Seidenstucker of 844 Tuscaloosa Street West Palm Beach, Florida 33405, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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



Registered Agent

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