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Linda Burdsall  
7431 Oak Haven Drive  
Lakeland, Florida 33810

July 18, 2000

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-07/21/00--01044--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Performance Sales & Marketing Network, Inc.

To Whom It May Concern:

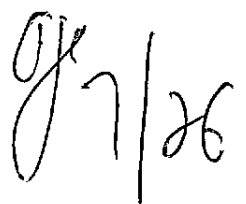
Please find enclosed the Articles of Incorporation for Performance Sales & Marketing Network, Inc., and our check in the amount of \$70.00 to cover the recording fee.

Should you have any questions, please feel free to contact me at (863) 859-6374.

Sincerely,

  
Linda D. Burdsall

FILED  
00 JUL 21 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
PERFORMANCE SALES & MARKETING NETWORK, INC.**

**ARTICLE I: CORPORATE NAME**

The name of this corporation is **Performance Sales & Marketing Network, Inc.**

**ARTICLE II: NATURE OF BUSINESS AND POWERS**

The purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00).

**FILED**  
00 JUL 21 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

#### ARTICLE V: REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Joe Jackson, 518 Massachusetts Avenue North, Lakeland, Florida 33801. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VI: BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII: INITIAL DIRECTOR

The names of the initial directors of this Corporation and their street addresses are:

Linda D. Burdsall  
7431 Oak Haven Drive  
Lakeland, Florida 33810

Raymond K. Burdsall  
7431 Oak Haven Drive  
Lakeland, Florida 33810

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII: INCORPORATORS

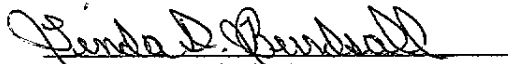
The name(s) and address(es) of the person(s) signing these Articles of  
Incorporation as the Incorporators are:

Linda D. Burdsall  
7431 Oak Haven Drive  
Lakeland, Florida 33810

ARTICLE IX: 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 at least a majority of the stock  
entitled to vote, unless all of the directors and all of the stockholders sign a written  
statement manifesting their intention that a certain amendment of these Articles of  
Incorporation be made.

IN WITNESS THEREOF, the undersigned, as Incorporator(s), have executed the  
foregoing Articles of Incorporation on July 19, 2000.

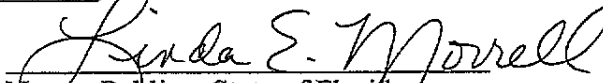
  
Linda D. Burdsall, Incorporator

STATE OF FLORIDA)  
COUNTY OF POLK)

BEFORE ME, A Notary Public, personally appeared Linda D. Burdsall, to me  
known to be the person described as Incorporator and who executed the foregoing  
Articles of Incorporation, and acknowledged before me that she subscribed to these  
Articles of Incorporation on July 19, 2000.



LINDA E. MORRELL  
My Comm. Exp. 7/09/2001  
Bonded By Service Ins  
No. CC662397  
[ ] Personally Known [ ] Other I.D.

  
Notary Public – State of Florida

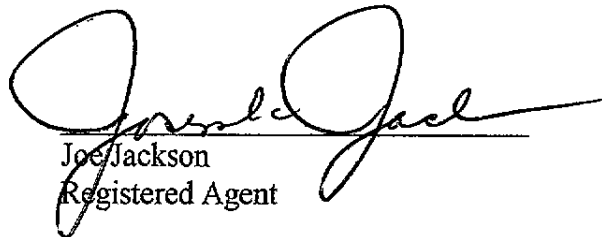
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Performance Sales & Marketing Network, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 7431 Oak Haven Drive, Lakeland, County of Polk, State of Florida, has named Joe Jackson, located at 518 Massachusetts Avenue North, Lakeland, County of Polk, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
Joe Jackson  
Registered Agent

**FILED**  
00 JUL 21 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA