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Date: September 22, 2000

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*****70.00 *****70.00

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

Subject: *Profit Of Southwest Florida, Inc.*

Dear Sir/Madam:

Enclosed is an original and one (1) copy each of the Articles of Incorporation, and Certificate of Designation Registered Agent/Registered Office.

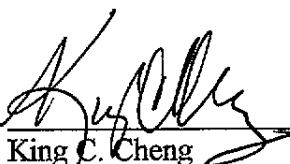
Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be October 1, 2000.

Enclosed also is a check in the amount of \$70.00 for the following:

- Filing of the two (2) above mentioned documents \$70.00

EFFECTIVE DATE
10-01-00

Sincerely,



King C. Cheng
Registered Agent
2443 Montpelier Road
Punta Gorda, Florida 33983
(941) 255-9540

FILED
00 SEP 25 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Profit Of Southwest Florida, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be 12:01 a.m., October 1, 2000.

ARTICLE I - Name

The name of the Corporation shall be:

Profit Of Southwest Florida, Inc.

The address of the principal office of this corporation shall be:

2443 Montpelier Road
Punta Gorda, Florida 33983

and the mailing address of the corporation shall be the same.

ARTICLE II - Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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 (One Thousand) shares of common stock having \$1.00 par value per share.

EFFECTIVE DATE
10-01-00

FILED
00 SEP 25 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - Initial Registered Agent and Street Address

The name of the initial registered agent of the corporation is:

King G. Cheng

and the street address of the initial registered office of the corporation shall be:

2443 Montpelier Road
Punta Gorda, Florida 33983

ARTICLE V - Term of Existence

Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be 12:01 a.m., October 1, 2000.

This corporation is to exist perpetually.

ARTICLE VI - Incorporator(s)

The name and street address of the incorporator(s) to these Articles of Incorporation is:

King C. Cheng
2443 Montpelier Road
Punta Gorda, Florida 33983

Mike Cataldo
255 Marker Road
Rotonda West, Florida 33947

ARTICLE VII - Initial Directors

The initial directors' names and addresses for the corporation:

Directors

King C. Cheng
2443 Montpelier Road
Punta Gorda, Florida 33983

Mike Cataldo
255 Marker Road
Rotonda West, Florida 33947

President

King C. Cheng
2443 Montpelier Road
Punta Gorda, Florida 33983

Vice President

Mike Cataldo
255 Marker Road
Rotonda West, Florida 33947

Secretary/Treasurer

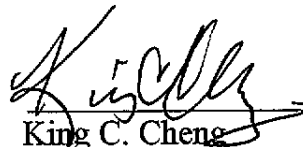
King C. Cheng
2443 Montpelier Road
Punta Gorda, Florida 33983


ARTICLE VIII - Purpose of the Corporation

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IX - Management and Regulations

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of September, 2000.



King C. Cheng


Mike Cataldo

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

Profit Of Southwest Florida, Inc.

2. The name, address and phone number of the registered agent and office is:

King C. Cheng
2443 Montpelier Road
Punta Gorda, Florida 33983
(941) 255-9540

FILED
00 SEP 25 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Date: September 22, 2000


King C. Cheng