

PO1000000821

Address 2407 EAST MALL DR
FT. MYERS FL 33901

Phone 941 - 461-5474

FILED
00 DEC 26 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, FL 32301

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-12/27/00--01028--011
***122.50 ***78.75

Gentlemen,

Enclosed are:

1. Two (2) copies of the Articles of Incorporation of
PROFUNKSHUNZ INC.
name of corporation
2. Appointment of a Registered Agent of Filing Purposes.
3. A check for \$122.50 to cover the charter tax, filing fees, registered agent fee and the cost of a certified copy of the Articles.

Please send me a certified copy.

Very sincerely,

name

T. Burch
JAN - 3 2001

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**ARTICLES OF INCORPORATION
OF**

00 DEC 26 PM 1:38

PROFUNKSHUNZ, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is PROFUNKSHUNZ, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

51% Ms. Victoria Harms
49% Ms. Jennifer Baxter

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

Jennifer Baxter
P.O. Box 6165
Fort Myers, FL 33911

Prepared by
Jennifer Baxter
P.O. Box 6165
Fort Myers, FL 33911
(941) 461-5474

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties, which are to serve as director(s) until the next election are as follows:

Jennifer Baxter - President

Victoria Harms - Vice-President

Victoria Harms - Treasurer

Jennifer Baxter - Secretary

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and such other officers as the Board of Directors may from time to time determine are appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of this corporation and name of the initial registered agent of this corporation is:

Jennifer Baxter
P.O. Box 6165
Fort Myers, FL 33911

*2407 EAST MALL DR
FT. MYERS, FL 33901*

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

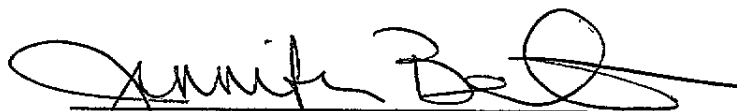
Jennifer Baxter - President

Victoria Harms - Vice-President

Victoria Harms - Treasurer

Jennifer Baxter - Secretary

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of December, 2000.


Jennifer Baxter, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF LEE SS:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Jennifer Baxter known by me (personally X or having shown a photo identification) to be the person who executed the foregoing Articles of Incorporation, and (s) he acknowledged before me that (s) he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of DEC, 2000.

Roderick D McLeod
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



Roderick D McLeod
My Commission CC902892
Expires January 17, 2004

**CERTIFICATE OF DESIGNATION OF
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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PROFUNKSHUNZ, INC.
2. The name of the registered agent and office is:

Jennifer Baxter
P.O. Box 6165
Fort Myers, FL 33911

2407 EAST MALL DR.
FT. MYERS, FL 33901

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 OBLIGATION OF MY POSITIONS AS REGISTERED AGENT.

Jennifer Baxter
Jennifer Baxter, REGISTERED AGENT

DATED:
December 13th, 2000