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**FLORIDA PROFIT CORPORATION OR P.A.**

**APERG ENTERPRISES, INC.**

Certificate of Status	1
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## ARTICLES OF INCORPORATION

OF

APERG ENTERPRISES, INC.

## ARTICLE I

Name

The name of this corporation is APERG ENTERPRISES, INC.

## ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

## ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

## ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares at One (\$1.00) Dollar par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

Prepared by: J. Paul Raymond, Esq.  
P. O. Box 1669  
Clearwater, FL 33757  
Fla. Bar No. 169268

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## ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

Principal Office and Registered Agent

The street address of the principal office of this corporation is 625 Court Street, Suite 200, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is J. Paul Raymond .

## ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have two directors and the following officers initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Lester B. Greenberg	13635 SW Deering Bay Dr. # 274 Coral Gables, FL 33158	President  Director
Elisa A. Greenberg	13635 SW Deering Bay Dr. #274 Coral Gables, FL 33158	Vice President Secretary Director

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<u>Name</u>	<u>Address</u>	<u>Office</u>
J. Paul Raymond	625 Court Street Suite 200 Clearwater, FL 33756	Assistant Secretary

## ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>
J. Paul Raymond	625 Court Street Suite 200 Clearwater, FL 33756

## ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall  
be vested in the Board of Directors and the shareholders.

## ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote,  
represented in person or by proxy, shall constitute a quorum at a  
meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one  
(51%) percent of the shares represented at the meeting and entitled  
to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XI

Powers

This corporation shall have all of the corporate powers

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enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

## ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of May, 2001.

  
\_\_\_\_\_  
Incorporator

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MAGFARLANE FERGUSON

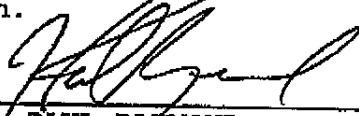
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of APERG ENTERPRISES, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. Section 48.091, relative to keeping the corporation's registered office open.

  
\_\_\_\_\_  
J. PAUL RAYMOND  
Registered Agent

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