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May 15, 2001

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300004242223--5
-05/17/01--01066--013
*****78.75 *****78.75

Re: *Profit Enhancing, Inc.*

Dear Sir/Madam:

Enclosed are the original and one copy of proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	8.75
Resident Agent Fee	35.00
	<u>78.75</u>

If the Articles of Incorporation meet with your approval, please execute and send me a certified copy of the Articles.

Respectfully yours,



David M. Andrews

DMA:vdh
Enclosure

FILED
01 MAY 17 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

201-11856
g/s/24

FILED
01 MAY 17 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Profit Enhancing, Inc.

THE UNDERSIGNED, Mack S. Vila, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is *Profit Enhancing, Inc.*

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 27 Ocean Pines Drive, St. Augustine, Florida 32080, and the name of the initial registered agent of this Corporation at the registered address is: Mack S. Vila

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Mack S. Vila	President	27 Ocean Pines Drive St. Augustine, FL 32080

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
Mack S. Vila	27 Ocean Pines Drive St. Augustine, FL 32080

ARTICLE XI

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

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 9th day of May, 2001.

Mack S. Vila
MACK S. VILA

STATE OF NEW YORK

COUNTY OF Lewis

THE FOREGOING INSTRUMENT was acknowledged before me this 9th day of May, 2001, by MACK S. VILA, who is personally known to me or who produced NY5 Dr. Lic. 444 354 457 as identification, and who did/did not take an oath.

(SEAL)

Mary E. Youngs
Notary Public
Printed Name: MARY E. Youngs
My Commission Expires: 5/17/2003

MARY E. YOUNGS
Notary Public, State of New York
Qualified in Lewis County
Reg. No. 01Y06024963
Term Expires May 17, 2003

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT *Profit Enhancing, Inc.*, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,
STATE OF FLORIDA, HAS NAMED MACK S. VILA, LOCATED AT 27 OCEAN PINES
DRIVE, ST. AUGUSTINE, FL 32080, OF THE CITY OF ST. AUGUSTINE, COUNTY
OF ST. JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

MACK S. VILA

Signature: _____

Mack S. Vila
(Corporate Officer)

Title: _____

President

Date: _____

May 9, 2001

FILED
01 MAY 17 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: _____

Mack S. Vila
Resident Agent - MACK S. VILA

Date: _____

May 9, 2001