

PO1000061064

David W. Morgan
2703 Santos Place
Orlando, FL 32806
(407) 895-1086

June 11, 2001

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

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*****87.50 *****87.50

RE: Prompt Enterprises, Inc.

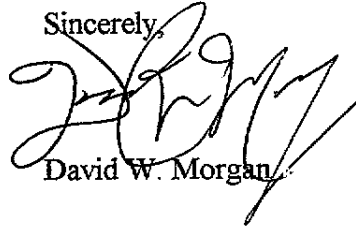
Dear Representative:

Enclosed in duplicate are the Articles of Incorporation for the above referenced corporation, along with the Registered Agent Certificate and a check in the amount of \$87.50 to cover the following fees and costs:

Articles of Incorporation \$35.00
Registered Agent Certificate \$35.00
Certificate of Status \$8.75
Certified Copy \$8.75

If the above is in order, please file and let me have a certified copy. If there is anything which is not in order, please contact me. Thank you.

Sincerely,



David W. Morgan

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01 JUN 18 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
PROMPT ENTERPRISES, INC.**

- Article I: The name of the corporation shall be Prompt Enterprises,
- Article II: The street address and mailing address of the principal office of the corporation is 2703 Santos Place, Orlando, Florida 32806.
- Article III: The corporation is authorized to issue 100 shares of stock which shall all be of the same class. All common shares shall be payable in cash, property (real or personal), labor, or services in lieu of cash, at such valuation as may be fixed from time to time by the corporation's Board of Directors. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment.
- Article IV: The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 (thirty five) persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in 26 U.S.C.A. Section 1361(c)(2) (or its successor section). In addition, no stock shall be issued or transferred to a nonresident alien.
- Article V: The corporation's initial registered office is located at 2703 Santos Place, Orlando, Florida 32806. The corporation's registered agent at that address is David Williams Morgan.
- Article VI: The names and addresses of the persons signing these articles as incorporators are:
David Williams Morgan, 2703 Santos Place, Orlando, Florida 32806;
Steven Kenneth Milz, 642 Jerrells Avenue, Fort Walton Beach, Florida 32547.
- Article VII: This corporation shall have 2 (two) directors initially. The number of director(s) may be either increased or decreased from time to time by the bylaws. The names and addresses of the initial directors of the corporation are:
David Williams Morgan, 2703 Santos Place, Orlando, Florida 32806;

Steven Kenneth Milz, 642 Jerrells Avenue, Fort Walton Beach,
Florida 32547.

- Article VIII: The purpose of which the corporation is organized is the transaction of any and all lawful business which corporations may be incorporated under the Florida Business Corporation Act.
- Article IX: The Board of Directors shall have the power to adopt, alter, amend or repeal bylaw(s) subject to the power of the shareholders to repeal, alter, or amend any bylaw(s) adopted by the Board of Directors. The shareholders reserve the power to adopt bylaw(s) and to prescribe in any bylaw(s) that the Board of Directors shall not alter, amend or repeal such bylaw(s).
- Article X: The Board of Directors may provide for the appointment or election of all officers and agents, and may prescribe the duties of all officers and agents as the board may deem desirable and proper. The Board of Directors may also take any action it deems appropriate for the business management of the corporation provided the action is not inconsistent with the Articles of Incorporation, the corporation's bylaws or Florida's laws.
- Article XI: Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be established by the corporation's bylaws.
- Article XII: This corporation reserves the right to amend or repeal any provision(s) contained in these Articles of Incorporation, or any amendment(s) hereto, and any right(s) granted to the shareholders is subject to this reservation.
- Article XIII: The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal of such action, suit, or proceeding, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and

with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action, by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue, or matter as to which such person is adjudged liable for the negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification under this article shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in the defense of any action, suit or proceeding, or in defense of any claim, issue or matter in such action, suit, or proceeding, against all expenses, including attorneys' fees actually and reasonably incurred, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

The indemnification provided in this article shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Article XIV:

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or

agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

Article XV:

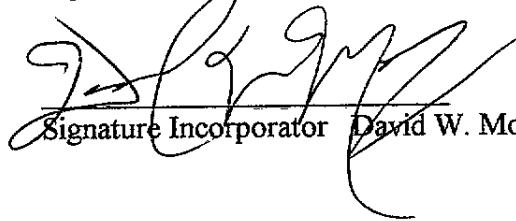
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.



Signature Registered Agent David W. Morgan



Signature Incorporator Steven K. Milz

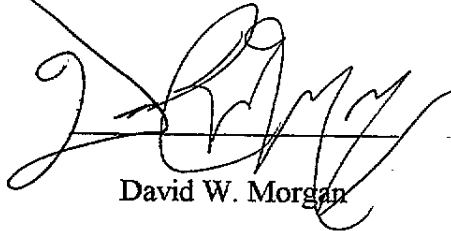


Signature Incorporator David W. Morgan

CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/OFFICE

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

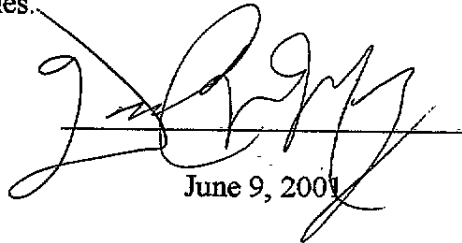
That Prompt Enterprises Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida, has named David W. Morgan, located at 2703 Santos Place, City of Orlando, State of Florida as its agent to accept service of process within Florida.



David W. Morgan

June 9, 2001

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.



June 9, 2001

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