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DEPARTMENT OF STATE
CORPORATE RECORDS/
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

JULY 27, 2001

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*****78.00 *****78.00

THE HONORABLE SECRETARY OF STATE;

ENCLOSED IS THE ORIGINAL AND COPY OF THE ARTICLES OF
INCORPORATION FOR PERFORMANCE PLUS, INC.

A CHECK PAYABLE TO THE SECRETARY OF STATE FOR THE FEE
IS ENCLOSED.

YOUR CONSIDERATION IN ESTABLISHING THE CORPORATION IS
APPRECIATED.

YOURS VERY TRULY

Nick O. Foote

NICHOLAS O. FOOTE, PRESIDENT
2120 CORONADO WAY, S.
ST PETERSBURG, FL. 33713

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 2, 2001

NICHOLAS O. FOOTE
2120 CORONADO WAY, S.
ST. PETERSBURG, FL 33713

SUBJECT: PERFORMANCE PLUS, INC.
Ref. Number: W01000017935

We have received your document for PERFORMANCE PLUS, INC. and your check(s) totaling \$78.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 601A00044792

ARTICLES OF INCORPORATION
OF
PERFORMANCE PLUS OF PINELLAS, INC.
A FLORIDA CORPORATION

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE ONE- CORPORATE NAME

THE NAME OF THE CORPORATION IS:

PERFORMANCE PLUS OF PINELLAS, INC

ARTICLE TWO- DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED UNDER FLORIDA LAW.

ARTICLE THREE- PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY LAWFUL ACTIVITY, OR BUSINESS, PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE FOUR- CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS ONE HUNDRED. (100). THE SHARES SHALL HAVE NO PAR VALUE.

ARTICLE FIVE- COMMENCEMENT OF BUSINESS

THE CORPORATION WILL COMMENCE BUSINESS WHEN IT HAS RECEIVED FOR THE ISSUANCE OF SHARES, THE CONSIDERATION OF THE VALUE OF ONE HUNDRED DOLLARS (\$100.00) CONSISTING OF EQUIPMENT, PROPERTY, OR MONIES.

ARTICLE SIX- BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY, AND MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME AS ALLOWED BY THE BY-LAWS, BUT NEVER LESS THAN ONE.

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR:

NICHOLAS O.FOOTE, 2120 CORONADO WAY, S.

ST PETERSBURG, FL. 33713

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PAGE TWO OF TWO

ARTICLE SEVEN- ADDRESS OF PRINCIPAL OFFICE

THE ADDRESS OF THE PRINCIPLE OFFICE OF THE CORPORATION SHALL
BE: 2120 CORONADO WAY, S. ST PETERSBURG, FL. 33713

ARTICLE EIGHT- DIRECTORS

THE BOARD OF DIRECTORS IS EMPOWERED TO MAKE, ALTER, OR REPEAL
ANY OR ALL OF THE BY-LAWS ESTABLISHED FOR THE CORPORATION,
WITHOUT RESTRICTION OF THEIR POWERS CONFERRED BY STATUTE.

ARTICLE NINE- REGISTERED OFFICE

THE ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IS:

2120 CORONADO WAY, S. ST PETERSBURG, FL. 337813

ARTICLE TEN

THE NAME AND ADDRESS OF THE INCORPORATOR:

NICHOLAS O. FOOTE, 2120 CORONADO WAY S.
ST. PETERSBURG, FL 33713

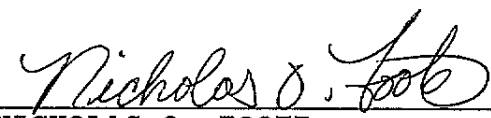
SIGNED THIS 27 DAY OF JULY, 2001


INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE REGISTERED AGENT OF THE CORPORATION

I, NICHOLAS O. FOOTE, ACCEPT THE OFFICE OF REGISTERED AGENT
FOR PERFORMANCE PLUS OF PINELLAS, INC. AND AGREE TO MAINTAIN
SAID OFFICE AS REQUIRED.

SIGNED 
NICHOLAS O. FOOTE