

PO10000095400



George R.(Randy) James, Esq.
Attorney at Law
4230 S. MacDill Ave. Suite K
Tampa, Florida 33611

Phone 813-831-5688

Fax: 813-831-8182

September 25, 2001

800004613638--0
-09/27/01--01053--002
*****70.00 *****70.00

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: New Incorporation: **Competitive Performance Systems, Inc.**

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for **Competitive Performance Systems, Inc.** together with a check in the amount of \$70 made payable to Secretary of State. Please return the filed copy enclosed to my attention at the following address:

George R. James, Esq.
17821 James Road
Dade City, Florida 33523

If you should have any questions about the enclosed, please do not hesitate to call me at 813-831-5688. Thank you for your attention to this matter.

Sincerely:


George R. James, Esq.

Enc.
GRJ/tim

FILED
01 SEP 27 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DATE OCT - 1 2001
5

ARTICLES OF INCORPORATION
OF
COMPETITIVE PERFORMANCE SYSTEMS, Inc.

FILED
01 SEP 27 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1. NAME: The name of the Corporation is COMPETITIVE PERFORMANCE SYSTEMS, Inc.

ARTICLE 2. DURATION: The duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE: The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE 4. AUTHORIZED STOCK: The corporation is authorized to issue One Thousand Shares (1,000 shares) of One Cent (\$.01) par value common stock.

ARTICLE 5. INITIAL REGISTERED AGENT: The name of the initial registered agent of the corporation is George R. James, Esq., the street address of the initial registered office of the corporation for service of process shall be 4230 S. MacDill Ave., Suite K, Tampa, FL 33611.

ARTICLE 6. INITIAL BOARD OF DIRECTORS: The corporation initially shall have one director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The names and addresses of the initial directors are:

NAME

ADDRESS

Ms. Mary G Gamble

110 Woodcreek Dr. So.
Safety Harbor, FL 34695

ARTICLE 7. INCORPORATORS: The names and addresses of each incorporator of the corporation are:

NAME	ADDRESS
Ms. Mary G Gamble	110 Woodcreek Dr. So. Safety Harbor, Fl 34695

ARTICLE 8. PRINCIPAL OFFICE ADDRESS: The initial principal office address of the corporation is 110 Woodcreek Dr. So. Safety Harbor, FL 34695 and the mailing address of the corporation shall be 110 Woodcreek Dr. So. Safety Harbor, FL 34695. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE 9. BY LAWS: The initial bylaws of the corporation shall be adopted by the board of directors at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE 10. POWERS: The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE 11. PRE-EMPTIVE RIGHTS: Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, an amount up to that Shareholders' pro-rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment by it after the issuance thereof, and whether issued for cash or other consideration; and

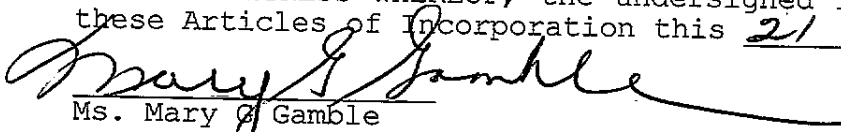
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached appurtenant any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation only shares of its stock of any class or classes. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within ninety (90) days after the receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the

Shareholder.

ARTICLE 12. AMENDMENT OF ARTICLES: The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE 13. COMMENCEMENT OF CORPORATE EXISTENCE: The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporater has executed these Articles of Incorporation this 21 Day of September, 2001.


Ms. Mary G. Gamble

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501(3), Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Competitive Performance Systems, Inc., a Florida Corporation, and hereby states that said party is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 23rd day of September, 2001.

BY: George R. James
George R. James, Esq.

FILED

01 SEP 27 PM 2:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA