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LAW OFFICES
VERONA LAW GROUP, P.A.

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GARY L. BUTLER *
JUANITA S. SHEPHERD
JAY B. VERONA

TELEPHONE (727) 347-7000
FACSIMILE (727) 347-7997

* Board Certified - Business Litigation

November 9, 2001

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: **PERFECT SOLUTIONS, INC.**

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles Filing Fee	\$	70.00
Certified Copy		8.75
TOTAL	\$	78.75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
VERONA LAW GROUP, P.A.

Jay Verona

Jay B. Verona

JBV:sb

Enclosures

cc: Brian Baszek

Sheri
GAVE
Jay Verona's office

COPIES: *faxed new 1st pg - new copy name*

DATE: *11/20/01*

01 NOV 14 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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FACSIMILE TRANSMISSION

TO: Pam Smith / 850-245-6804 454.002
FROM: Jay B. Verona, Esq. and/or Gary Butler, Esq.
DATE: 11/19/01
RE: Perfect Solutions, Inc.
TRANSMITTED: Name correction to PERFECT SYSTEMS, INC.

Originals x will will not follow

We are transmitting a total of pages including our cover letter from a telecopier machine. If you do not receive all of the pages, please call back as soon as possible.

 FOR YOUR REVIEW AND INFORMATION ONLY
 FOR YOUR REVIEW - PLEASE CALL ME
 FOR YOUR REVIEW & APPROVAL - SEE MESSAGE BELOW
 FOR YOUR REVIEW & RESPONSE/FOLLOW UP
 FOR YOUR REVIEW/RESPONSE/FOLLOW UP - SEE MESSAGE BELOW
 SEE MESSAGE BELOW

MESSAGE:

NOTICE: The information contained in this transmission may be privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication may be strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the above address via U.S. Postal Service. We will reimburse you for postage.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **PERFECT SYSTEMS, INC.**
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL SHARES:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.
5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

**13711 Lazy Oak Dr.
Tampa, FL 33613**

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

**VERONA LAW GROUP, P.A.
7235 First Avenue South
St. Petersburg, FL 33707**

7. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

BRIAN BASZAK

**13711 Lazy Oak Dr.
Tampa, FL 33613**

8. **INCORPORATOR:** The name and address of the initial Incorporator signing these Articles of Incorporation is:

BRIAN BASZAK

**13711 Lazy Oak Dr.
Tampa, FL 33613**

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders.


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

11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

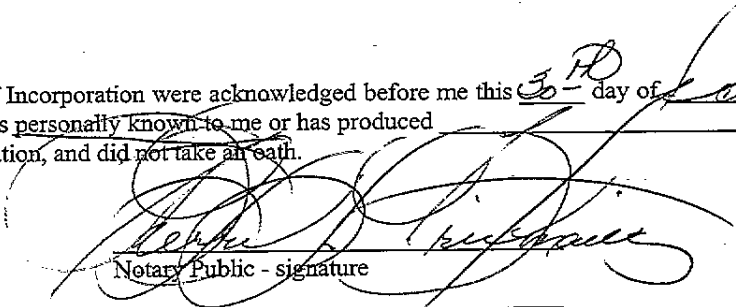
13. **PREEMPTIVE RIGHTS:** This Corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of October, 2001.


BRIAN BASZAK
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

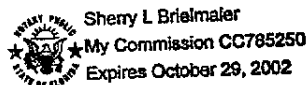
The foregoing Articles of Incorporation were acknowledged before me this 30th day of October, 2001 by **BRIAN BASZAK**, who is personally known to me or has produced (type of identification) as identification, and did not take an oath.


Notary Public - signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:



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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for **PERFECT SYSTEMS, INC.**, at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

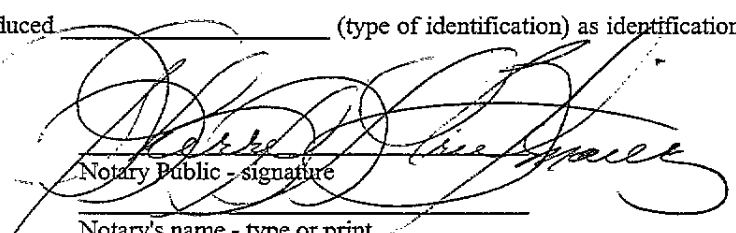
VERONA LAW GROUP, P.A.

By: 
Jay B. Verona
As: President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of October, 2001 by Jay B. Verona, as President of **VERONA LAW GROUP, P.A.**, a Florida corporation, on behalf of the corporation. He

is personally known to me or has produced _____ (type of identification) as identification, and did (did not) take an oath.


Notary Public - signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:



Sherry L Brielmaier

My Commission CC785250

Expires October 29, 2002