

P02000000561

FRANK P. MURPHY, P.A.

6210 Trail Boulevard, North
Naples, Florida 34108

(941)566-7076

(941)566-7857 Facsimile

FILED

01 DEC 20 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 14, 2001

Secretary of State
Corporation Division
Tallahassee, Florida 32314

Re: Velocity Incentives, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation together with IRS Form 2553 for S-Corp. to be filed in connection with the above named corporation together with the Designation of Registered Agent.

Our firm's check in the amount of \$70.00 in enclosed representing:

Filing Fee:	\$35.00
Designation Reg./Agent:	\$35.00

Total Sent	\$70.00
------------	---------

200004734892--3
-12/20/01--01056--022
*****70.00 *****70.00

Thank you for your anticipated cooperation.

Sincerely,



Frank P. Murphy, Esq.

FPM/lat
Enclosures:

1) Articles of Incorporation;
2) IRS Form 2553; and

2) Check in the amount of \$70.00
Steve Nicoletti

cc:

F. Murphy GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article II principal Address
DATE 1-3-02
DOC. EXAM

G. BLALOCK JAN 3 2002

FILED

01 DEC 20 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
VELOCITY INCENTIVES, INC.**

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

ARTICLE I. NAME

The name of the corporation shall be Velocity Incentives, Inc.

ARTICLE II. DURATION

The corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock at One Dollar (\$1.00) par value.

PRINCIPAL ADDRESS ARTICLE V. REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation are as follows: Frank P. Murphy, Esq. 6210 Trail Boulevard, Naples, Florida 34108

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is: Steve Nicoletti, 222 Industrial Boulevard, Suite 123, Naples, Florida 34105

ARTICLE VII. OFFICERS

The initial officers shall be President, Vice-President, Secretary, and Treasurer.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: Steve

Nicolette, 222 Industrial Boulevard, Suite 123, Naples, Florida 34105.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X. RIGHT TO PURCHASE STOCK

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible to shares) of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

(The remainder of this page intentionally left blank)

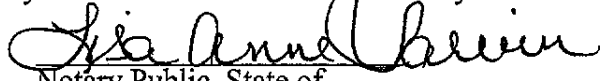
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of December, 2001.

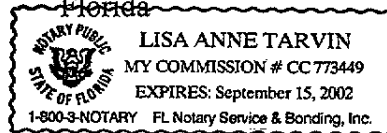

Steve Nicoletti

STATE OF FLORIDA
COUNTY OF LEE

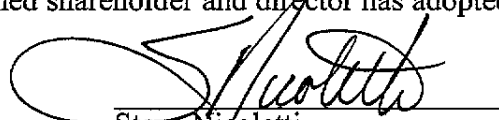
I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgments in the State and County aforesaid, personally appeared Steve Nicoletti, to me known to be the person described or who produced Florida D.L. No. 077584069 as subscribed in Velocity Incentives, Inc. and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 13th day of December, 2001.


Notary Public, State of
Florida



IN WITNESS WHEREOF, I the undersigned shareholder and director has adopted these Articles of Incorporation.


Steve Nicoletti

FILED

01 DEC 20 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED OFFICE AND
REGISTERED AGENT

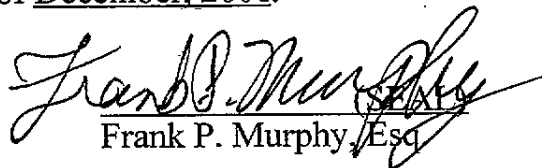
The undersigned subscriber of Velocity Incentives, Inc., hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

Frank P. Murphy, Esq.
6210 Trail Boulevard
Naples, Florida 34108

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Velocity Incentives, Inc.

DATED this 17th day of December, 2001.


Frank P. Murphy, Esq.