

PO 2000013598
PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK T. PEEBLES
1902 - 1982
GREGORY D. GRACY

January 29, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

400004853174--9
-02/01/02--01043--024
*****78.75 *****78.75

RE: POINTHAUS, INC.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above.

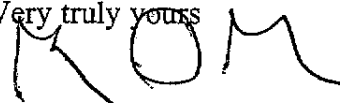
Also enclosed is our check for \$78.75 to cover the costs of the following services:

Filing fee for profit corporation	\$ 35.00
Certificate designating registered agent	\$ 35.00
One certified copy of the Articles of Incorporation	\$ 8.75

Total \$78.75

Your assistance is appreciated. If anything further is required, please let us know.

Very truly yours


Gregory D. Gracy

GDG:bh
Enclosures
cc: Mr. John C. McCoy

FILED
02 FEB - 1 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

POINTHAUS, INC.

A Florida Corporation

FILED

02 FEB -1 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be: **Pointhaus, Inc.**

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **1,000** shares of common stock at **\$1.00** par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida

is 2386 Demaret Drive, Dunedin, FL 34698 and the mailing address is P.O. Box 206, St. Petersburg, Florida 33731. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

This Corporation shall not have less than one (1) Director initially; the number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VII

The name and mailing address of the member of the first Board of Directors are:

John C. McCoy - P.O. Box 206, St. Petersburg, FL 33731

ARTICLE VIII

Pursuant to §48.091, Florida Statutes, **John C. McCoy**, whose address is 2386 Demaret Drive, Dunedin, FL 34698, is hereby named as agent of this Corporation to accept service of process within the State of Florida. The said John C. McCoy, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of §607.0505, Florida Statutes, relative to keeping open said office located at the above address.


ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

The name and address of the incorporator of these Articles of Incorporation is: John C. McCoy, P. O. Box 206, St. Petersburg, FL 33731.

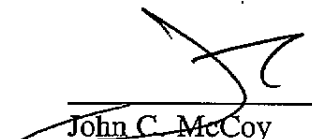
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 28th day of January, 2002.



JOHN C. McCOY

ACCEPTANCE BY REGISTERED AGENT

I, **John C. McCoy**, agree to accept the designation of Registered Agent for **Pointhaus, Inc.**, and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.



John C. McCoy
Registered Agent

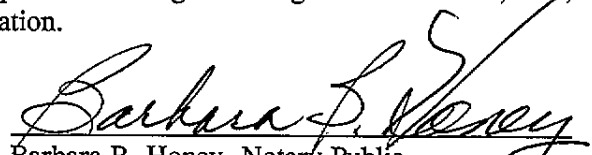
FILED
02 FEB - 1 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
 }
COUNTY OF PINELLAS }

The foregoing instrument was acknowledged before me this 28TH day of January, 2002, before me, the undersigned authority, by **John C. McCoy**, as Incorporator and Registered Agent of **Pointhaus, Inc.**, who has provided a Florida driver's license as identification.



Barbara B. Honey
MY COMMISSION # CC806967 EXPIRES
March 11, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



Barbara B. Honey, Notary Public
Comm. Exp. 3/11/03; Comm.#CC806967