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EFFECTIVE DATE
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FLORIDA PROFIT CORPORATION OR P.A.

Project ACHIEVE Incorporated

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Articles of Incorporation
of
Project ACHIEVE Incorporated

2003 JAN 15 AM 9:04

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The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under, and accept all the rights, privileges, benefits and obligations conferred and imposed by, the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

Article 1
Name

The name of this Corporation is:

Project ACHIEVE Incorporated

EFFECTIVE DATE01-13-03

Article 2
Commencement and Term of Existence

If these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after the date these Articles of Incorporation are executed by the incorporator of this Corporation, then the existence of this Corporation shall commence on such date of execution. If these Articles of Incorporation are filed by the Department of State of the State of Florida after such five (5) business day period, the existence of this Corporation shall commence upon such filing. Thereafter, this Corporation shall exist perpetually.

Article 3
Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any lawful business or businesses for which corporations may be incorporated under the Florida Business Corporation Act, or under any amendment or successor thereto. In connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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Article 4
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000,000 shares of common stock with a par value of \$.01 per share ("Common Stock"). Each share of Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

Article 5
Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the directors or stockholders of this Corporation in accordance with the Bylaws of this Corporation. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to constitute the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

Article 6
Initial Board of Directors and Officers

(a) Directors. The initial Board of Directors of this Corporation shall consist of one (1) member who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until the earlier to occur of the first annual meeting of stockholders of this Corporation or the first special meeting of stockholders of this Corporation one of the purposes of which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. Set forth below are the name and mailing address of the initial director:

Howard M. Knoff
8505 Portage Avenue
Tampa, FL 33647

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(b) Officers. The initial officers of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be as follows:

Howard M. Knoff – President, Secretary, Treasurer

Article 7**Amendment of Articles of Incorporation**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation; provided, however, that these Articles of Incorporation as now in effect or hereafter amended shall not be inconsistent with or contrary to, but shall be subordinate to, the laws of the State of Florida and of the United States.

Article 8**Bylaws**

The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors. The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

Article 9**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

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Article 10
Principal Office and Mailing Address

The address of the principal office and the mailing address of this Corporation as of the time of execution of these Articles of Incorporation are:

8505 Portage Avenue
Tampa, FL 33647

Article 11
Registered Office and Registered Agent

The initial registered office of this Corporation, and the initial registered agent of this Corporation at such office, shall be:

Howard M. Knoff
8505 Portage Avenue
Tampa, FL 33647

This Corporation shall have the right to change such registered office and such registered agent at any time and from time to time as provided by law.

Article 12
Incorporator

The name and street address of the incorporator of this Corporation are:

Howard M. Knoff
8505 Portage Avenue
Tampa, FL 33647

* * * * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 13th day of January, 2003.


HOWARD M. KNOFF

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Project ACHIEVE Incorporated**Acceptance of Service as Registered Agent**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under Section 607.0505, Florida Statutes.

DATED this 13th day of January, 2003.


HOWARD M. KNOFF

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