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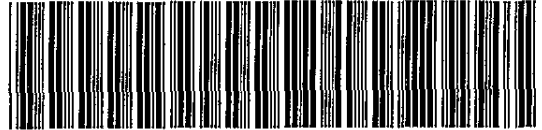
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RW
5/14

Transmittal Letter

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

Subject: 321 Action, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 (Filing Fee and Certificate).

From: Mitchell Bennett II
738 Delaware Ave. #C
Fort Pierce, FL 34950
(772) 464-6107

Articles of Incorporation

**Of
321 Action, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under the Florida Business Corporation Act, and hereby adopts the following articles of Incorporation.

Article 1- Name

The name of the Corporation shall be **321 Action, Inc.**

Article 2- Purpose of Corporation

The Corporation shall engage in any activity or business permitted under the laws of the United States of America and the State of Florida

Article 3- Principal Office

The principal place of business and mailing address for the corporation is **321 Action, Inc., 738 Delaware Ave. #C, Fort Pierce, FL 34950.**

Article 4 – Incorporator

The name and street address of the incorporator of this corporation is:

Mr. Mitchell Bennett II
321 Action, Inc.
738 Delaware Ave. #C
Fort Pierce, FL 34950

Article 5 – Officers

The officers of the Corporation shall be:

President:	Mitchell Bennett II
Vice President:	Ana Arriola-Bennett
Secretary:	Mitchell Bennett II
Treasurer:	Ana Arriola-Bennett

whose addresses will be the same as the principal office of the Corporation.

Article 6- Directors

The initial board of directors shall have one member:

Mitchell Bennett II

Whose addresses shall be the same as the principal office of the Corporation.

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

Article 7- Corporate Capitalization

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any identical shares of any class, or bonds or convertible securities of any nature: provided, however that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualification, or term or conditions of redemption of the stock.

Article 8 – Sub-Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue

Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

Article 9 – Shareholder's Restrictive Agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Article 10 - Power of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of incorporation.

Article 11 - Term of Existence

This Corporation shall have perpetual existence.

Article 12 - Registered Office and Registered Agent

The initial address of registered office of this Corporation is:

Mr. Mitchell Bennett II
738 Delaware Ave. #C
Fort Pierce, FL 34950

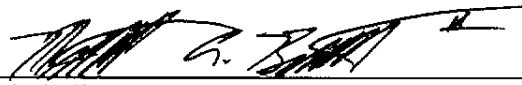
Article 13 – Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 14 - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida.

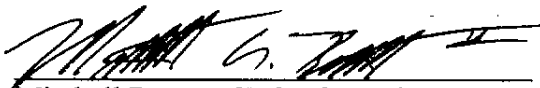
I have hereunto set my hand and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 28th day of April 2003.



Mitchell Bennett II, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mitchell Bennett II, having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate: I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Mitchell Bennett II, Registered Agent

4/28/03