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TALLAHASSEE, FLORIDA

139.0

ARTICLES OF INCORPORATION

PROFINCO CONSULTING, INC.

STATE OF FLORIDA

BE IT KNOWN that on this 15 day of August 2003, before me, the undersigned Notary Public, personally came and appeared, **Dianna J. Cameron, the Incorporator, Subscriber** hereto, of the full age of majority who declared to me, the presence of the undersigned competent witnesses, that availing himself of the provisions of the Florida Corporations Law that he does organize himself, his successors and assigns, into a corporation in pursuance of that law, under, and in accordance with the following Articles of Incorporation.

ARTICLE I

The name of the corporation and its principal place of business is:

PROFINCO CONSULTING, INC.
33 A MAGNOLIA STREET
FORT WALTON BEACH, FLORIDA 32548

ARTICLE II

The objects and purposes for which this corporation is organized and the nature of the businesses to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Florida, either for its own account, or for the account of another, as agent, and either as agent or principal, to enter upon and engage in any kind of business of any nature whatsoever, in which corporations organized under Florida Business Corporations may engage; and to the extent not prohibited thereby to enter upon and engage in any kind of business of any nature whatsoever, in any State of the United States of America, any foreign nation and any territory of any country to the extent permitted by the laws of such state, nation or territory.

ARTICLE III

The duration of this corporation shall be in perpetuity or such maximum period as may be authorized by the laws of the State of Florida.

ARTICLE IV

The total authorized capital stock of this corporation is 10 shares of no par value. Shareholders shall have preemptive rights.

ARTICLE V

The amount of paid-in capital with which this corporation shall begin business is \$100.00, which has been paid.

ARTICLE VI

Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in, and all of the business affairs of this corporation shall be managed by directors. The number of Directors may be increased or decreased within the limits above provided by a majority vote of the Board of Directors.

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TALLAHASSEE, FLORIDA

The Board of Directors shall further have the authority to make and alter by-laws, including the right to fix the qualifications, classifications, or terms of office, or fixing or increasing the compensation of members of the Board of Directors, subject to the same powers of the stockholders to change or repeal by-laws so made.

The Board of Directors shall further have authority to exercise all such powers and to do all such lawful acts not prohibited by applicable laws, the Articles of Incorporation, or the by-laws of the Corporation.

The annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, unless and until otherwise provided in the by-laws, and shall take place on the 1st day of June in each following year, if that day is not a legal holiday. If that day is a legal holiday, the meeting will be held on the first business day thereafter, beginning one year from the date of incorporation, unless otherwise provided in the by-laws.

The number, classification, qualification, term of office, manner of election, time and place of meeting, whether within or without the State of Florida, and the powers and duties of the directors may be from time to time fixed, changed, increased or decreased by the by-laws.

Until otherwise provided by the by-laws, any director absent from a meeting may be represented by any other person, whether or not he is a director or shareholder, who may cast the vote of the absent director according to written instructions, general or special of the absent director, filed with the Secretary of the corporation at least 24 hours prior to the meeting unless a longer or shorter period is provided in the by-laws.

Upon written request of stockholders holding fifty-one (51%) percent of the voting stock of this corporation, issued and outstanding, any member of the Board of Directors of this corporation may be replaced by another person designated by such stockholders in writing at any time, whether or not his term of office shall have expired.

ARTICLE VII

The name and address of the incorporator(s) are as follows:

Dianna J. Cameron
33 A Magnolia Street
Fort Walton Beach, Florida 32548

ARTICLE VIII

The corporation may purchase, or redeem, its own shares in the manner and on the conditions permitted and approved in the Florida Business Corporations law or other applicable law, and as may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be reissued and disposed of as authorized by law, or may be cancelled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE IX

The Board of Directors shall have such power and authority with respect to capital, surplus, dividends, including allocation, increases, reductions, utilization's, distributions and payments, as is permitted by and provided for in the Florida Business Corporations Act and other applicable law.

ARTICLE X

Any amendment for which a larger vote is not specifically made mandatory by the Florida Business Corporations Law or other applicable law may be made upon the majority vote or written consent of the shareholders entitled to vote under these articles, including any increase or reduction thereof.

ARTICLE XI

No stock of this corporation shall be transferred unless the stock shall have first been offered for sale to the corporation, and if the corporation shall fail, or refuse, to accept the offer, to each shareholder of the corporation. The corporation shall have the option to purchase the stock to be transferred at the following price prior to any sale of such stock to any person not a shareholder of the corporation, or the corporation acting on its own behalf on the following terms and conditions: At the same price, terms and conditions as the offeror shall have offered the stock to a third party at arms length, acting in good faith. The offer shall be in writing and shall set forth the price, terms and conditions of such offer. It shall be sent by registered mail to the President and the Secretary of the corporation and to each shareholder at the addresses listed in the corporate books. The right to transfer stock shall not exist until the corporation and all existing shareholders either refuse in writing, until they fail for a period of 180 days after receipt of the written offer to accept it by formalities and procedures of the by-laws of the Corporation.

Should the corporation be unable or unwilling to exercise its option as granted above, the option may be exercised by the shareholders as desire to exercise it in proportion to the number of shares held by each shareholder at the time of such offer.

After the expiration of the option period, no transfer at a price less than has been offered to the corporation and the other shareholders, or on terms or conditions varying from those stated in notifying the corporation and shareholders of a proposal to transfer, shall be valid, until the rights shall have been offered to the corporation and the shareholders at the precise price and on the precise terms and conditions which were offered to or by the shareholder who proposes to transfer his stock.

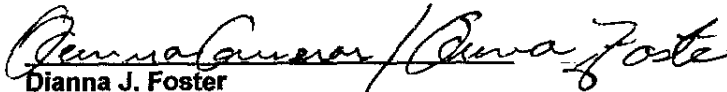
The shareholders of this corporation may make agreements, either in the by-laws or by a shareholder's agreement, between themselves, relative to the purchase or transfer among themselves of the stock of the corporation upon the death, insanity, retirement, or disability of any shareholder, and also in the event of a transfer of stock by donation to a shareholder's spouse or linear descendant(s). A copy of any such agreement shall be filed with the Secretary of the corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, representatives, legatees, executors and assigns.

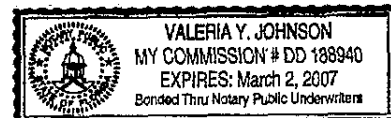
Except as to a transfer on death or a gift of the stock of a shareholder to his spouse or linear descendant(s) (which shall be controlled if at all by the by-laws and shareholder agreement(s), if any, no sale, mortgage, pledge, conveyance, transfer, seizure, donation, value under legal process or attachment, or by virtue of any pledge or hypothecation, and any other disposal of shareholders interest in the share shall have any effect as it relates to the corporation or its shareholders, nor shall it be valid in any manner until the option period provided above shall have expired.

ARTICLE XII

Ten (10) shares of the stock of this corporation have been subscribed to by the incorporators hereof, pursuant to a plan to be adopted by the Board of Directors at the first meeting to issue stock in accordance with paragraph 1244 of the Internal revenue Code of 1954 as amended.

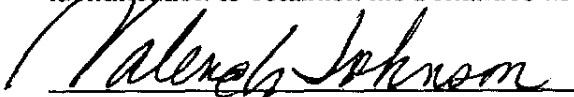
THUS DONE AND SIGNED, in the City of Fort Walton Beach, County of Okaloosa, State of Florida, on the day, month and year set forth above, in the presence of the undersigned Notary...


Dianna J. Foster
Incorporator



SUBSCRIBED AND EXECUTED before me this 15th day of August 2003.

The person executing this instrument before me this day has sworn that he is the person named herein as the incorporator, that this document has been read by him, and that it is for the purpose stated above. Further this person is either personally known to me, or has provided sufficient identification to establish his bonafides as the person named herein.


NOTARY PUBLIC

DESIGNATION OF REGISTERED AGENT

The corporation designates as it's **Registered Agent, Scott Foster** whose mailing address is 9277 Eagle Nest Drive, Navarre, Florida 32566, who hereby accepts the appointment as indicated by his signature affixed hereto below.

EXECUTED THIS _____ DAY OF August 2003, AT OKALOOSA COUNTY, FLORIDA.


SCOTT FOSTER