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FLORIDA PROFIT CORPORATION OR P.A.

NTS Performance, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NTS Performance, Inc.**

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

NTS Performance, Inc.

Effective date: **April 1, 2005**

The principal mailing address is:

9480 Pickwick Drive
Jacksonville, Florida 32257

The principal office address is:

2109 Martin Street
Jacksonville, Florida 32207

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

9480 Pickwick Drive
Jacksonville, Florida 32257

The name of the initial registered agent is:

Dominic F. Migliarese

Jeffrey M. Jacobs, CPA, P.A.
One San Jose Place Suite 25
Jacksonville, FL 32257
(904) 260-0483

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ARTICLES OF INCORPORATION

OF

NTS Performance, Inc.

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien. The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be one thousand (1000) with a par value of \$1.00.

ARTICLES OF INCORPORATION

OF

NTS Performance, Inc.

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of one member. His name and mailing address, as well as, the position he holds is as follows:

Name: Dominic F. Migliarese

Director

Address: 9480 Pickwick Drive

Jacksonville, Florida 32257

OFFICERS:

The initial officers of the corporation shall consist of one person. His name and mailing address, as well as, the position he holds is as follows:

Name: Dominic F. Migliarese

President/Secretary/Treasurer

Address: 9480 Pickwick Drive

Jacksonville, Florida 32257

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ARTICLES OF INCORPORATION
OF

NTS Performance, Inc.

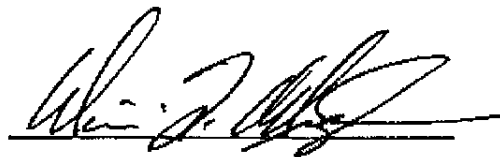
ARTICLES VII

INCORPORATOR:

The name and address of the incorporator is:

Name: Dominic F. Migliarese
Address: 9480 Pickwick Drive
Jacksonville, Florida 32257

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 6th day of April 2005.

A handwritten signature in black ink, appearing to read 'Dominic F. Migliarese', is written over a horizontal line.

Incorporator (Signature)

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ARTICLES OF INCORPORATION
OF
NTS Performance, Inc.

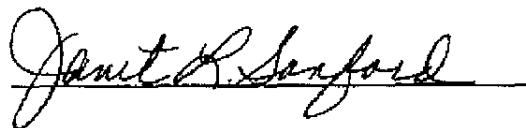
STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Dominic F. Migliarese.

Who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 6th day of April 2005.



Notary Public

STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: FL Drivers License



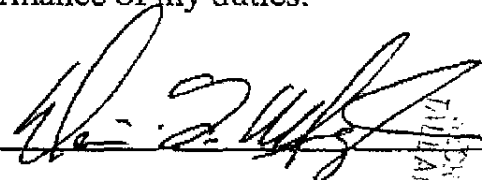
ARTICLES OF INCORPORATION
OF
NTS Performance, Inc.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II

First – That NTS Performance, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Dominic F. Migliarese, located at 9480 Pickwick Drive, in the City of Jacksonville, State of Florida, 32257, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

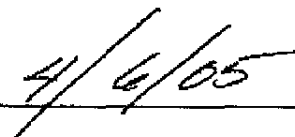
Signature



(Registered Agent)

(Incorporator & Corporate Officer)

Date



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