

FROM

**P06000029255**  
(MON) 2/27/06 14:14/ST. 14:16/NO. 4863333490 P. 14

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Peach Holdings, Inc.**

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FROM

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**PEACH HOLDINGS, LLC**

CONSENT TO USE OF NAME

TO: State of Florida  
Secretary of State

Re: Peach Holdings, Inc.

Dear Sir/Madam:

Please be advised that the undersigned, Peach Holdings, LLC, a Florida limited liability company, Document Number L04000018377, hereby consents to the use of the name "Peach Holdings, Inc.", for all purposes in the State of Florida, effective as of the date hereof. Please be advised that the ownership of both entities is completely interrelated and it is essential for business purposes that the entities have the same name.

Dated: February 23, 2006

PEACH HOLDINGS, LLC

By: 

Name: James D. Terlizzi

Title: Chief Executive Officer

FROM

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PEACH HOLDINGS, INC.**

THE UNDERSIGNED, acting as sole incorporator of Peach Holdings, Inc. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

**ARTICLE 1**

**Name**

The name of the Corporation is: Peach Holdings, Inc.

**ARTICLE 2**

**Purpose**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3**

**Principal Office and Mailing Address**

The address (including the mailing address) of the Principal Office of the Corporation is 6501 Park of Commerce Blvd., Suite 140 B, Boca Raton, Florida 33487. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

**ARTICLE 4**

**Capital Stock**

**4.1 Authorized Shares.** The total number of shares of capital stock that the Corporation shall have the authority to issue shall be One Hundred Fifty Million (150,000,000) shares of Common Stock having a par value of \$0.001 per share. Each share of Common Stock shall have the same rights as, and be identical in all respects to, all of the other shares of Common Stock.

**4.2 No Preemptive Rights.** Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

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**ARTICLE 5**  
**Board of Directors**

**5.1 Number and Term of Directors.** The number of members of the Corporation's Board of Directors shall be fixed from time to time by resolution of the Board of Directors. The Board of Directors shall be divided into three classes, Class I, Class II and Class III, with the directors of each class to be elected for a staggered term of three years and to serve until their successors are duly elected and qualified or until their earlier resignation, death or removal from office. The number of directors elected to each class shall be as nearly equal in number as possible. The Board of Directors shall apportion any increase or decrease in the number of directorships among the classes so as to make the number of directors in each class as nearly equal as possible.

**5.2 Director Vacancies; Removal.** Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors or otherwise, a majority of the remaining directors, although less than a quorum of the entire Board of Directors, may fill the vacancy or vacancies for the balance of the unexpired term or terms (subject to Section 607.0805(4) of the FBCA), at which time a successor or successors shall be duly elected by the shareholders and qualified. Notwithstanding the provisions of any other Article herein, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated above, to fill any vacancy that exists on the Board of Directors for the balance of the unexpired term or terms. The Company's shareholders shall not, and shall have no power to, fill any vacancy on the Board of Directors. Shareholders may remove a director from office prior to the expiration of his or her term, with or without "cause," by an affirmative vote of a majority of all votes entitled to be cast for the election of directors.

**5.3 Amendment of Article 5.** Notwithstanding anything contained in these Articles of Incorporation to the contrary, Sections 5.1 and 5.2 of this Article 5 shall not be altered, amended or repealed except by an affirmative vote of at least sixty six and two-thirds percent (66-2/3%) or more of the combined voting power of the then issued and outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

**5.4 Number of Directors.** The number of directors initially constituting the Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than one (1) or more than eleven (11). The business and affairs of the 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 shareholders.

**ARTICLE 6**  
**Action by Shareholders**

**6.1 Call For Special Meeting.** Except as otherwise provided by law, special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or

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Chairman of the Board of the Corporation or (b) a majority of the directors then on the Board, although less than a quorum.

6.2 Shareholder Action by Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless the action to be effected by written consent of shareholders and the taking of such action by such written consent have been expressly approved in advance by the Board of Directors.

#### **ARTICLE 7** **Indemnification**

The Corporation shall indemnify any director or officer of the Corporation to the fullest extent permitted by the FBCA. To the fullest extent permitted by the FBCA as in effect on the date hereof, and as hereafter amended from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time, or such successor statute. Any repeal or modification of this Section 7.1 by the shareholders of the Corporation shall not affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

#### **ARTICLE 8** **Amendments**

8.1 Articles of Incorporation. Except for any amendment pursuant to Section 607.1002 of the FBCA, the Corporation may not amend, alter, change, or repeal any provision of these Articles of Incorporation without the approval of shareholders of the Corporation holding a majority of the voting power of all of the shares of the Corporation's stock entitled to vote thereon; provided, however, that the approval of at least sixty six and two-thirds percent (66-2/3%) or more of the combined voting power of the then issued and outstanding shares of capital stock of the Corporation shall be required to take any action to:

- (A) Sell, lease, transfer, license or otherwise dispose of all or substantially all of its properties and assets;
- (B) Liquidate or dissolve the Corporation; or
- (C) Amend this Article 8.

8.2 Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the

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Corporation holding at least sixty six and two-thirds percent (66-2/3%) or more of the combined voting power of the then issued and outstanding shares of capital stock of the Corporation entitled to vote thereon, unless otherwise required by law, may amend and repeal the Bylaws.

**ARTICLE 9**

**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is 6501 Park of Commerce Blvd., Suite 140 B, Boca Raton, Florida 33487, and the initial Registered Agent at such address is James D. Terlizzi.

**ARTICLE 10**

**Incorporator**

The name and address of the sole Incorporator of the Corporation is: James D. Terlizzi, c/o Peach Holdings, Inc., 6501 Park of Commerce Blvd., Suite 140 B, Boca Raton, Florida 33487.

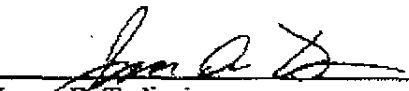
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IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 23 day of February, 2006.

  
James D. Terlizzi  
Sole Incorporator

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 23 day of February, 2006.

  
James D. Terlizzi

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