

Performance Holdings, Inc.
10002 Princess Palm Ave. Suite 304
Tampa, Florida 33619

PA500000 6654

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Performance Holdings, Inc.

Dear Sirs:

Enclosed are the Articles of Incorporation for the above referenced corporation. Also, enclosed is my check in the amount of \$122.50 to cover all fees. Certified copies are requested. If you need any further information please contact Donald Mastropietro at (813)623-6044.

Sincerely,

Donald Mastropietro

Donald Mastropietro

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EFFECTIVE DATE

1-20-95

Encl:

[Handwritten signature]
1/25/95

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PERFORMANCE HOLDINGS, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE

Corporate Name and Principal Office

1-20-95

The name of this corporation is Performance Holdings, Inc., and its principal office and mailing address is 10002 Princess Palm Avenue, Suite 304, Tampa, Florida 33619.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on January 20, 1995.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, with no par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Preferred Stock

The aggregate number of shares of preferred stock authorized to be issued by this corporation

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shall be 25,000,000 shares with no par value. The corporation may divide and issue the preferred shares in series, designated to distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares into series and to fix and determine the relative rights and preferences of the shares in any such series so established to the full extent permitted by these Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof; (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and conditions of redemption; (d) the amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any, for the redemption or purchase of shares; (g) the terms and conditions on which shares may be converted if the share of any series are issued with the privilege of conversion; (h) voting powers, if any; and (i) any other relative rights and preferences of the shares of such series, including, without limitation, and restrictions on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights or powers to which shares of any further series shall be subject

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 10002 Princess Palm Ave. Suite 304, Tampa Florida 33619, and the initial registered agent of the corporation at such address is Donald Mastropietro.

ARTICLE VII

Incorporator

The name and address of the corporation's incorporator is.

NAME

Address

Richard Diamond

10002 Princess Palm Ave. Suite 304
Tampa, FL 33619

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 20th day of January, 1995.


Richard Diamond

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

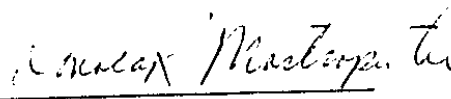
Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, EVRO Corporation, desiring to organize under the laws of the State of Florida, hereby designates Donald Mastropietro, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 10002 Princess Palm Ave. Suite 304, Tampa, Florida 33619, the business office of its Registered Agent, as its Registered Office.

PERFORMANCE HOLDINGS, INC.

By 
Richard Diamond, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledgment that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of 48.091 and 607.0505, Florida Statutes.


Donald Mastropietro

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