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5/10/95

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS MIAMI

DEPARTMENT OF STATE

4437 SHERIDAN AVE

STATE OF FLORIDA

400 EAST GAINES STREET

MIAMI BEACH FL 33140-0000

TALLAHASSEE, FL 32399

CONTACT: JOSEPH MATA

FAX: (904) 922-4000

PHONE: (305) 538-9091

FAX: (305) 538-8994

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRIMARY PROFITABILITY CONSULTANTS, INC.

FAX AUDIT NUMBER: H95000005247

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/10/1995

TIME REQUESTED: 14:23:02

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 075114001215

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** ENTER 'M' FOR MENU. **

EFFECTIVE DATE

MAY 23, 1995

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**Articles of Incorporation
of
Primary Profitability Consultants, Inc.**

Article I. Name

The name of this Florida corporation is Primary Profitability Consultants, Inc.

Article II. Address

The mailing address of the Corporation is:

Primary Profitability Consultants, Inc.
P.O. Box 270597
Tampa, FL 33688

Article III. Capital Stock

The Corporation shall have the authority to issue 7,500 shares of common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Shannon Joiner
12401 Orange Grove Drive, #203
Tampa, FL 33618

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0686

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EFFECTIVE DATE

MAY 23, 1995

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Shannon Joiner
Richard Kelly

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of May 23, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on May 23, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 872-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Primary Profitability Consultants, Inc.

REGISTERED AGENT:
Shannon Joiner
12401 Orange Grove Drive, #203
Tampa, FL 33618

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Shannon Joiner

Date: May 23, 1995

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0886

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6/08/95

FLORIDA DIVISION OF CORPORATIONS
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FROM: CORPORATE RELATIONS MIAMI

DEPARTMENT OF STATE

4437 SHERIDAN AVE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

MIAMI BEACH FL 33140-0000 -0000

CONTACT: JOSEPH MATA

PHONE: (305) 538-9091

FAX: (305) 538-8994

FAX: (904) 922-4000

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: PRIMARY PROFITABILITY CONSULTANTS, INC.

FAX AUDIT NUMBER: H95000006454

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/08/1995

TIME REQUESTED: 18:03:59

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CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

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Articles of Amendment

Article I. Name

The name of this Florida corporation is Primary Profitability Consultants, Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the names in Article V are deleted in their entirety and replaced with the Shannon Joiner

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on June 8, 1995.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on June 8, 1995.

Primary Profitability Consultants, Inc.

By: Joseph E. Michaels

Its: Assistant Secretary

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1995 JUN -9 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA