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Transmittal Letter

Brian Voge
1015 Atlantic Blvd., #313
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Wednesday, July 5, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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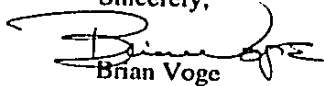
Subject: **Performance Solutions, Inc.**

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$131.25 to cover the filing fee, certified copy charge, and certificate.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,


Brian Voge

Enclosures:

1. Original Articles of Incorporation
2. Copy of Articles of Incorporation

FILED
95 JUL -6 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUL 12 1995

ARTICLES OF INCORPORATION
OF
Performance Solutions, Inc.

FILED
95 JUL -6 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Performance Solutions, Inc.

ARTICLE II PRINCIPAL OFFICE

The street address of the place of business of the corporation shall be 458 Filmore Dr., Jacksonville, Florida. The mailing address for the corporation is 1015 Atlantic Blvd., #313, Atlantic Beach, FL 32233.

ARTICLE III SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 458 Filmore Dr., Jacksonville, Florida and the name of the initial Registered Agent for the corporation at that address is Brian Voge. The mailing address for the corporation at this time is 1015 Atlantic Blvd., #313, Atlantic Beach, FL 32233.

ARTICLE V NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

ARTICLE VI SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Brian Voge, President

Kathryn Voge, Vice President and Treasurer

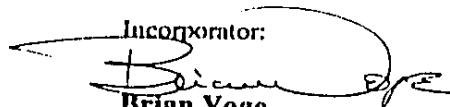
ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Brian Voge, 1015 Atlantic Blvd., #313, Atlantic Beach, FL 32233

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of July, 1995.

Incorporator:


Brian Voge

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 5th day of July, 1995.

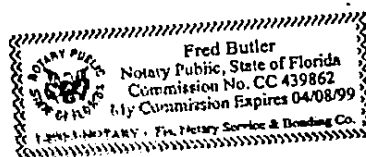
by Brian Voge

Fred Butler
Notary Public

(SEAL)

State of Florida

My Commission Expires:



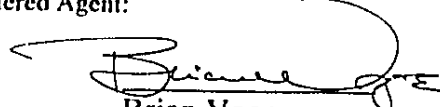
DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

Performance Solutions, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 458 Filmore Dr., Jacksonville, Florida, has named Brian Voge, whose address is 458 Filmore Dr., Jacksonville, FL, 32225, as its Agent to accept service of process within this State.

ACCEPTANCE:


I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. Registered Agent:


Brian Voge

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared Brian Voge, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 5th day of July, 1995.


Notary Public

(SEAL)

State of Florida
My Commission Expires:

