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FILED
96 MAY 10 11:45
SECRET
TALLAHASSEE, FLORIDA

LETTER OFFICER
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May 6, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200001819052
05/13/96--01073--005
***122.50 ***122.50

Re: Achieve Profits, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Achieve Profits, Inc., a Florida corporation, along with our check in the amount of \$122.50. If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,

Debra H. Chrystie

Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

TH
5-20-96

ARTICLES OF INCORPORATION
OF
ACHIEVE PROFITS, INC.
A FLORIDA CORPORATION

FILED
96 MAY 10 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of ACHIEVE PROFITS, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is ACHIEVE PROFITS, INC. and the street address of the initial principal office of the Corporation is 10932 North Danbury Way, Boca Raton, Florida 33498.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand shares of no par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 10932 North Danbury Way, Boca Raton, Florida 33498 and the name of the initial Registered Agent of the Corporation at that address is Gary H. Elsner.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of the Corporation is Timothy C. Leixner, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of April, 1996.



TIMOTHY C. LEIXNER, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for ACHIEVE PROFITS, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: April 30, 1996

By:


GARY H. ELZNER, Initial
Registered Agent

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