

P96000051771

CLARENCE E. HERROCAL AND
JOHN H. WILKINS
(BARRELL, FLORENCE, FLA.)

HERROCAL & WILKINS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/17/96 BY 10005-0001

AMERICA PLAZA
SUITE 310
1001 EAST BROADWAY
JUPITER, FLORIDA 33477-5111

TELEPHONE
(407) 746-1454
FAX
(407) 746-0044
E-MAIL
EWH@BROWNSON.COM

May 15, 1996

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

RE: Articles of Incorporation for Performance Express, Inc.
Our File No.: 1338-600

Dear Sir or Madam:

700001827187
-05/17/96--01005--0001
****122.50 ****122.50

Enclosed please find two (2) original Articles of Incorporation for the above-referenced corporation. We would appreciate you filing one (1) original with your office and certifying the remaining original and return it to us.

In support of our request, enclosed is a check in the amount of \$122.50 which represents the following charges:

| | |
|------------------------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | <u>35.00</u> |
| Total | \$122.50 |

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,



Renee Bernhard,
Legal Assistant to
Daniel J. Probst

Enclosures

789,503,1671
7/96-11079

D. BROWN JUN 18 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 23, 1996

BERROCAL & WILKINS, ATTYS
AMERICA PLAZA, SUITE 310
1070 EAST INDIANTOWN ROAD
JUPITER, FL 33477-5111

SUBJECT: PERFORMANCE EXPRESS, INC.
Ref. Number: W96000011079

We have received your document for PERFORMANCE EXPRESS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 896A00025951

CAROL L. PROBST, AT
THERROCK & WILKINS
TALLAHASSEE, FLORIDA

A PROFESSIONAL CORPORATION
2000 EAST PROBST WILKINS ROAD
JUPITER, FLORIDA 33477-5111

THERROCK & WILKINS
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW AND COURT REPORTERS AT LAW

2000 EAST PLAZA
SUITE 100
2000 EAST PROBST WILKINS ROAD
JUPITER, FLORIDA 33477-5111

TELEPHONE
(888) 746-7400
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(888) 746-7400
E-MAIL
twilkins@therrock.com

June 13, 1996

Doris Brown, Document Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Your Reference No.: W96000011079
Articles of Incorporation for Corporate Expressions, Inc.
Our File No.: 1338-600

Dear Sir or Madam:

Pursuant to your letter of May 23, 1996, a copy of which is enclosed for your reference, enclosed are two (2) original revised Articles of Incorporation for the above-referenced corporation. We would appreciate you filing one (1) original with your office and certifying the remaining original and return it to us.

It is further our understanding that you are in possession of the check previously sent to you in the amount of \$122.50 which represents the following charges:

| | |
|------------------------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | <u>35.00</u> |
| Total | \$122.50 |

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,



Renee Bernhard,
Legal Assistant to
Daniel J. Probst

Enclosures

**ARTICLES OF INCORPORATION
OF
CORPORATE EXPRESSIONS, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **CORPORATE EXPRESSIONS, INC.**

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be upon the filing of these Articles of Incorporation with the State of Florida and the duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in marketing, design, and production of corporate communications, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling

the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 308 Tequesta Drive, #11, Tequesta, Florida 33469, and the name of its initial registered agent at that address is Carol Dyke. The principal place of business shall also be at that same address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person who is to serve as a director until the first annual

meeting of shareholders, or until his successors are elected and qualified, in and:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Dale W. Stetzer | 313 Grant Street Sewickley, PA 15143 |

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| Daniel J. Probst, Esq. | c/o Berrocal & Wilkins, P.A. 1070 E. Indiantown Road, #310 Jupiter, Florida 33477 |

ARTICLE X - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

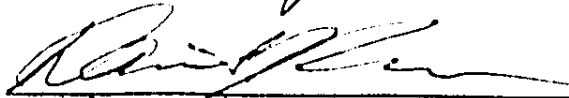
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

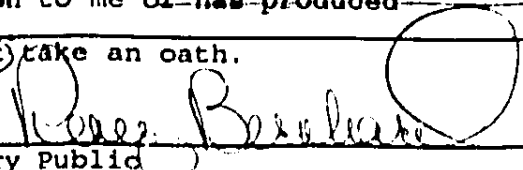
The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 30th day of May, 1996.


Daniel J. Probst, Incorporator

STATE OF Florida
COUNTY OF Palm Beach

30th The foregoing instrument was acknowledged before me this day of May, 1996, by Daniel J. Probst, who is personally known to me or has produced N/A as identification and ~~did~~ did not take an oath.


Notary Public
My Commission Expires:



RENEE BERNHARD
COMMISSION # CU 440696
EXPIRES APR 24, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

CORPORATE EXPRESSIONS, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Carol Dyke

Address

308 Tequesta Drive, #11
Tequesta, Florida 33469

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: June 6, 1996, 1996.

Carol Dyke
Carol Dyke, Registered Agent

STATE OF

Florida

COUNTY OF

Palm Beach

The foregoing instrument was acknowledged before me this 6th day of June, 1996, by Carol Dyke, who is personally known to me or has produced FL DL D200-117-55-604 as identification and did/did not take an oath.

Pamela A. Merrill
Notary Public
My Commission Expires:

PAMELA A. MERRILL

