

P97000003007
PEYTON LAW FIRM, P.A.

7317 Little Road
New Port Richey, FL 34854
(813) 848-5997
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*Reply to New Port Richey

December 31, 1996

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

500002047445--3
-01/07/97--01037--002
****122.50 ****122.50

RE: PROFILES INTERNAT., INC.

Gentlemen:

Enclosed are two copies of Articles of Incorporation and Acceptance of Registered Agent for a new Florida corporation now being formed -- PROFILES INTERNAT., INC.

Also enclosed is a check in the amount of \$122.50. This check includes payment for the following:

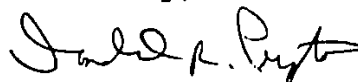
Filing Fee	\$ 35.00
Registered Agent's Designation	52.50
Certified Copy of Articles	<u>35.00</u>
TOTAL	\$122.50

EFFECTIVE DATE
1-1-97

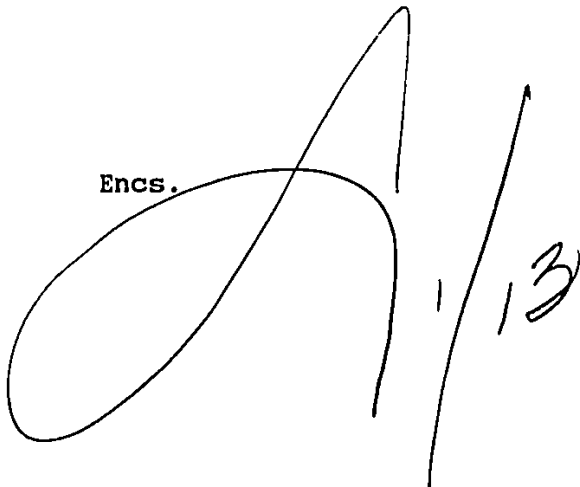
Please send the certified copy of Articles to me at 7317 Little Road, New Port Richey, FL 34654.

Please contact me at once if there is any problem with this matter. In the meantime, your cooperation will be appreciated.

Sincerely,


Donald R. Peyton

Encs.


1/13

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

PROFILES INTERNAT., INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is PROFILES INTERNAT., INC.

EFFECTIVE DATE
11-1-97

ARTICLE II

The existence of the corporation shall begin on January 1, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 8038 State Road 54, New Port Richey, FL 34653. The mailing address of the Corporation is 8038 State Road 54, New Port Richey, FL 34653.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 7317 Little Road, New Port Richey, FL 34654. The initial registered agent for the Corporation at that address is DONALD R. PEYTON.

ARTICLE VI

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
BRUCE H. WILLIAMS	8038 State Road 54 New Port Richey, FL 34653
KENNETH R. SCHLEIDEN	131 West High St. Bellefonte, PA 16823

ARTICLE VII

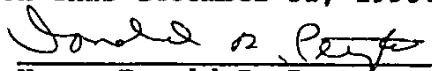
The name and street address of the person signing these articles of incorporation are:

Name	Address
DONALD R. PEYTON	7317 Little Road New Port Richey, FL 34654

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this December 31, 1996.


Name: Donald R. Peyton

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PROFILES INTERNAT., INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Donald R. Peyton

Date: December 31, 1996

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SECRETARY OF STATE
TALLAHASSEE FLORIDA