



Profit Technologies Corporation

P97000013154

19915 Shearwater Point Drive • Cornelius, NC 28031 • (704) 362-1713 • Fax (704) 892-4884
1231 Scandia Terrace • Oviedo, FL 32765 • (407) 365-2702 • Fax (407) 977-0134

February 7, 1997

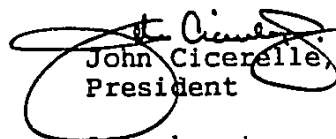
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sirs:

Attached please find the necessary documentation to establish the three corporate entities of Profit Technologies Corporation, Profit Technologies International Corp. and PTC Enterprises, Inc.. Please contact me if there are any questions.

Sincerely,


John Cicerelle, Jr.
President
Attachments

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CF \$120.00
CERT \$250
\$172.50

BT
2/11

Florida Department of State, Sandra B. Mortham, Secretary of State

CERTIFICATE OF DOMESTICATION

The undersigned, JOHN CICERELLE, JR., PRESIDENT
(Name) (Title)

of PROFIT TECHNOLOGIES INTERNATIONAL CORP. a foreign Corporation
(Corporation Name)

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DIVISION OF CORPORATIONS
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in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was 12-15-1994, 1994.
2. The jurisdiction where the above named corporations was first formed, incorporated or otherwise came into being was NORTH CAROLINA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was PROFIT TECHNOLOGIES INTERNATIONAL CORP.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is PROFIT TECHNOLOGIES INTERNATIONAL CORP.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was

19915 SHEARWATER POINT DR., CORNELIUS, NC 28031

I am PRESIDENT, of PROFIT TECHNOLOGIES INTERNATIONAL CORP.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 7th day of FEBRUARY, 19 97.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and file	\$172.50

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PROFIT TECHNOLOGIES INTERNATIONAL CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1231 SCANDIA TERRACE
OVIEDO, FL 32765

MAILING ADDRESS: P. O. BOX 4787
WINTER PARK, FL 32793-4787

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 CLASS A COMMON
90,000 CLASS B COMMON

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JOHN CICERELLE, JR.
1231 SCANDIA TERRACE
OVIEDO, FL 32765

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JOHN CICERELLE, JR.
1231 SCANDIA TERRACE
OVIEDO, FL 32765

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

7th day of February, 19 97.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PROFIT TECHNOLOGIES INTERNATIONAL CORP

2. The name and address of the registered agent and office is:

JOHN CICERELLE, JR.
(NAME)

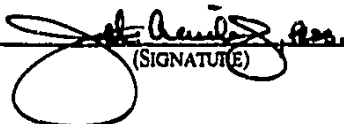
1231 SCANDIA TERRACE
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

OVIEDO, FL 32765
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.


(SIGNATURE)

7 February 1997
(DATE)