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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 23 PM 2:39

April 18, 1997

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

Gentlemen:

For the purpose of forming a domestic Florida corporation named PROFEL, INC., enclosed please find Articles of Incorporation and check in the amount of \$122.50 covering the following fees:

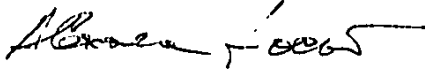
Filing Fee	\$35.00
Registered Agent	\$35.00
Certified Copy	\$52.20

If there any questions regarding the above please contact me at
(813) 327-7946

Thank you.

Sincerely,

Alexander Lochow



Incorporator

D. BROWN APR 24 1997

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**ARTICLES OF INCORPORATION
OF
ALBINA'S HOME, INC.**

THE UNDERSIGNED INCORPORATOR HEREBY FORMS A CORPORATION UNDER
CHAPTER 607 OF THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:

ALBINA'S HOME, INC.

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION
SHALL BE 5148 3RD AVENUE NORTH, ST. PETERSBURG, FLORIDA 33710,
AND THE MAILING ADDRESS OF THE CORPORATION SHALL BE THE SAME.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL
ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES,
THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 50,000,000 SHARES OF
COMMON STOCK HAVING \$.001 PER SHARE.

ARTICLE IV. REGISTERED AGENT

THE STREET ADDRESS OF THE INITIAL OFFICE OF THE CORPORATION SHALL BE
5148 3RD AVENUE NORTH, ST. PETERBURG, FLORIDA 33710, AND THE NAME OF THE
INITIAL REGISTERED AGENT OF THE CORPORATION TO RECEIVE SERVICE OF
PROCESS IS:
ALEXANDER LOCHOW.

ARTICLE V. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI. DIRECTORS

ALL CORPORATE POWER SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF,
AND BUSINESS AND AFFAIRS OF THE CORPORATION MANAGED UNDER THE
DIRECTION OF ITS BOARD OF DIRECTORS, SUBJECT TO ANY LIMITATIONS SET
FORTH IN THESE ARTICLES OF INCORPORATION. THIS CORPORATION SHALL HAVE
TWO DIRECTORS, INITIALLY, THE NAMES AND ADDRESSES OF THE INNITIAL
BOARD OF DIRECTORS ARE:

ALBINA WILLIAMS

DIRECTOR

ALEXANDER LOCHOW

5148 3RD AVENUE NORTH
ST. PETERSBURG, FLORIDA 33710

6242 6th AVENUE SOUTH,

DIRECTOR

ST. PETERSBURG, FLORIDA 33707

ARTICLE VII. OFFICERS

THE NAME AND ADDRESSES OF THE INITIAL OFFICERS OF THE CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED ARE:

ALBINA WILLIAMS

5148 3RD AVENUE NORTH
ST. PETERSBURG, FLORIDA 33710

PRESIDENT

ALEXANDER LOCHOW

6242 6th AVENUE SOUTH,
ST. PETERSBURG, FLORIDA 33707

VICE-PRESIDENT

ARTICLE VIII. SPECIAL PROVISION

THIS CORPORATION SHALL BE ORGANIZED TO COMPLY WITH THE PROVISIONS OF SUBCHAPTER S OF THE INTERNAL REVENUE CODE, 26 U.S.C. 1361 ET. SEG., AND SHALL TAKE ALL ACTIONS NECESSARY TO OBTAIN AND MAINTAIN STATUS AS AN S CORPORATION AS DEFINED THEREIN.

ARTICLE IX. INCORPORATOR

THE NAME AND ADDRESS OF INCORPORATOR IS ALEX LOCHOW, 6242 6th AVENUE SOUTH, ST. PETERSBURG, FLORIDA 33707,

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY, that this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Alexander Lochow to me known to be the person described in and who executed the foregoing Articles of Incorporation of ALBINA'S HOME, INC. acknowledged before me that he subscribed to the Articles of Incorporation.

Witness my hand and official seal in the county and state named above, this 21 day of April, 1997

Produced

FLDL # L200 000-58-188-0

AS IDENTIFICATION

Alex - Lochow

Lynette K. Sevenack
Notary Public, State of Florida

at Large

My Commission Expires:



LYNETTE K SEVENACK
My Commission 00418383
Expires Nov. 19, 1998
Bonded by ANS
800-662-6679

FILED STATE
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DATED: APRIL 18, 1997

ALEX LOCHOW


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN THE STATE, NAMING THE AGENT UPON WHOM
PROCESS MAY BE SERVICED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That is ALBINA'S HOME, INC., desiring to organize under the laws of Florida,
with its principal office, as indicated in the Articles of Incorporation at 51483RD
AVENUE NORTH ST. PETERSBURG, FLORIDA 33710 COUNTY OF PINELLAS, has
named Alexander Lochow its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the the provisions of said Act relative to keeping open
said office.



Alexander Lochow
REGISTERED AGENT