

P97000037828

PAUL E. CARTER, JR.

Tax Consultant  
(813) 442-3557

1100 Cleveland St. Ste.#904  
Clearwater, FL 34615

**TRANSMITTAL LETTER**

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

500002156605--9  
-04/28/97--01000--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ValuePic, Inc.

(Proposed corporate name - must include suffix)

- \$ 70.00 Filing Fee
- \$ 78.75 Filing Fee and Certificate
- \$ 122.50 Filing Fee and Certified Copy
- \$ 131.25 Filing Fee, Certified Copy and Certificate

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the amount stated above.

Dmc  
4/28/97

From:

PAUL E. CARTER, JR.

(NAME)

1100 CLEVELAND ST. STE. #904

(ADDRESS)

CLEARWATER, FL 34615

(CITY, STATE, & ZIP)

(813) 442 - 3557 DAYTIME

97 APR 28 PM 4:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

97 APR 28 PM 4:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is ValuePic, Inc., and its mailing address is, 423 Cleveland St., Clearwater, FL 34615.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage in or transact 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 issue and have outstanding at any one time is 100 shares of common stock having a par value of one (\$1.00) dollar.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V.  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office for this Corporation in the State of Florida shall be: Jurgen Epple at 423 Cleveland St., Clearwater, FL 34615. The board of directors from time to time may move the Registered Office to any address in the State of Florida.

**ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have one director (s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII. INITIAL DIRECTOR

The name(s) and street address(es) of the initial director(s) of this Corporation is (are), : Jurgen Epple at 423 Cleveland St., Clearwater, FL 34615.

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) is (are) elected or appointed and have qualified, whichever occurs first.

#### ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Jurgen Epple at 423 Cleveland St., Clearwater, FL 34615 as the incorporator.

#### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

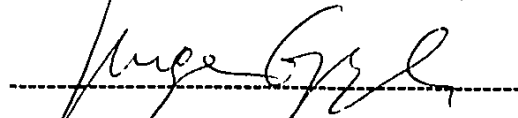
#### ARTICLE X. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent of the law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 19th day of March, 1997.

A handwritten signature in cursive script, appearing to read "Jurgen Epple", is written over a horizontal dashed line.

Jurgen Epple  
Incorporator

FILED

97 APR 28 PM 4:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,  
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: ValuePic, Inc.
  
2. The name and address of the registered agent and office is:

JURGEN EPPLER

(NAME)

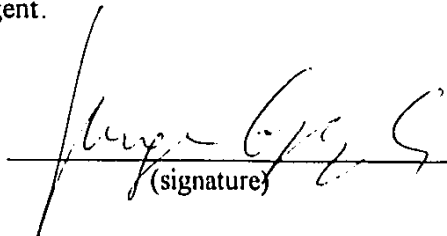
423 Cleveland St.

(P.O. BOX NOT ACCEPTABLE)

CLEARWATER, FL 34615

(CITY/STATE/ZIP)

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)

4/1/1997  
(date)