

A. PAUL MOLLE
ATTORNEY AT LAW
2451 McMullen Booth Road, STE 245
CLEARWATER, FL 34619

TELEPHONE (813) 669-4442

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May 14, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: REGISTRATION OF ARTICLES OF INCORPORATION FOR:
COUNTER-PRODUCTIVE ENTERPRISES, INC.

Dear Sir or Madame:

Enclosed please find a notarized copy of the Articles of Incorporation, together with a check in the amount of \$122.50 to cover the filing costs and registration fees of the above-referenced incorporation.

If all is in order, please send me a certificate by return mail.

Your prompt attention to this matter will be appreciated.

Cordially yours,

A. Paul Molle
A. PAUL MOLLE

MAY 30

BSB

APM/blw

cc: Client
Enclosures

FILED
97 MAY 29 PM 3:21
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COUNTER-PRODUCTIVE ENTERPRISES, INC.**

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TALLAHASSEE STATE
FLORIDA

ARTICLE I - NAME

The name of the corporation shall be, COUNTER-PRODUCTIVE ENTERPRISES, INC., 3245 Glenridge Court, Palm Harbor, Florida 34685.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of common stock, at One dollar (\$1.00) par value, per share.

ARTICLE V - SUBSCRIBERS

The names and addresses of the Subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
Mark E. Weinkrantz	3245 Glenridge Court, Palm Harbor, Florida 34685.	100%

ARTICLE VI - REGISTERED AGENT

The initial registered office of this corporation is: 3245 Glenridge Court, Palm Harbor, Florida 34685. The name of the initial registered agent at such address is: Mark E. Weinkrantz . The address of the principal office of the corporation is the same.

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of outstanding, common stock. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Seventy-five percent (75%) of the shares entitled to vote shall constitute a quorum at a meeting of shareholders.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others. This right shall be deemed waived by any shareholder who does not exercise it and pay for the pre-emptive shares within thirty (30) days of receipt of a notice, in writing, from the corporation, stating the prices, terms and conditions of the issuance of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. Additionally, any shareholder who desires to sell his or her shares shall first offer said shares for sale back to the corporation and each share of stock that is issued from the

corporation shall carry on its face a notation to this effect.

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by amendment of by-laws of the corporation in a manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Mark E. Weinkrantz 3245 Glenridge Court,
Palm Harbor, Florida 34685.

ARTICLE X - INCORPORATORS

The name and address of the incorporator is:

Mark E. Weinkrantz 3245 Glenridge Court,
Palm Harbor, Florida 34685.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XII - BY LAWS

The by-laws of this corporation shall be made by the Board of Directors, and may be amended, altered or rescinded by the Board of Directors at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this ^{MAY} 24th day of ~~April~~ ^{MAY}, 1997.

COUNTER-PRODUCTIVE ENTERPRISES, INC. .


Mark E. Weinkrantz
DIRECTOR

STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Mark E. Weinkrantz to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS, my hand and official seal, in the State and County named above, this
th day of ^{May 24th} ~~April~~, 1997.


NOTARY PUBLIC
My Commission Expires:



ROBERT P. SELLECK, JR.
COMMISSION # 406038
EXPIRES SEP 11, 1998

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above-named corporation, at the place designated above, I HEREBY AGREE TO ACT in this capacity, and agree to comply with the provisions of all statutes relative to the complete performance of my duties.

DATED: 24 May 97


Mark E. Weinkrantz
3245 Glenridge Court
Palm Harbor, Florida 34685

FILED
97 MAY 29 PM 3:22
TALLAHASSEE, FLORIDA