

P98000011731
TRANSMITTAL LETTER

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

700002420937--4
-02/04/98--01020--016
****131.25 ****131.25

SUBJECT: Loophole, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: David L. West
Name (Printed or typed)

555 Masalo Place
Address

Lake Mary, Fl. 32746
City, State & Zip

407-323-8146
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 FEB -4 PM 12:43
FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
LOOPHOLE, INC.

FILED
98 FEB -4 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Florida Business Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is LOOPHOLE, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:
555 Masalo Place
Lake Mary, Fl. 32746

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose for which this corporation is organized is to engage in any act, activity and/or business for which corporations may be organized under the Florida Business Corporation Act; provided, however, that this corporation shall not transact any business in Florida which is prohibited by the Florida Business Corporation Act.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue and have outstanding is 10,000 shares of common stock of the par value of \$0.01 per share. The corporation may purchase, directly, or indirectly, its own shares to the extent of the aggregate and unrestricted capital surplus available thereof and unrestricted reduction surplus available thereof.

ARTICLE VI

The corporation will not commence business nor incur any indebtedness, except such as shall be incidental to its organization or to obtaining subscriptions to or payment for its shares, until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

ARTICLE VII

No shareholder of the corporation shall have, by reason of holding shares of any class of stock of the corporation, any preemptive or preferential right to purchase or subscribe for any shares (including treasury shares) of any class of stock of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other security convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any shares of such notes, debentures, bonds or other security would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, in its discretion, from time to time may grant, and at such price as the Board in its discretion may fix; and the Board of Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class without offering any such shares of any class of such notes, debentures, bonds, or other security either in whole or in part to the existing shareholders of any class.

ARTICLE VIII

The right to cumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE IX

The name and address of the corporation's initial registered agent are:

David L. West
555 Masalo Place
Lake Mary, Florida 32746

ARTICLE X

The number of directors constituting the initial Board of Directors is one.

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

David L. West
555 Masalo Place
Lake Mary, Fl. 32746

ARTICLE XI

The name and address of the incorporator is as follows:

David L. West
555 Masalo Place
Lake Mary, Fl. 32746

ARTICLE XII

No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except for liability of a director for (i) breach of a director's duty of loyalty to the corporation or its shareholders, (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, (iv) an act or omission for which the liability of a director is expressly provided for by statute, or (v) an act related to an unlawful stock repurchase or payment of a dividend. If the Florida Business Corporation Act or other applicable law is amended after approval by the shareholders of this Article to authorize corporate action further eliminating or limiting the liability of the directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

ARTICLE XIII

The corporation shall indemnify its directors to the fullest extent as provided by the Florida Business Corporation Act.

ARTICLE XIV

Any action required by the Florida Business Corporation Act to be taken at any annual or special meeting of the shareholders, or any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the actions taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE XV

The corporation shall indemnify and hold the undersigned incorporator of the corporation harmless from and against any and all loss, cost, damage, expense (including, without limitation attorneys' fees and expenses) or liability caused by, resulting from or arising out of any action taken or authorized by the incorporator of the corporation in respect of the incorporation and organization of the corporation in what he deemed to be in or not opposed to the best interests of the corporation.

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.


Registered Agent- David L. West

February 2, 1998

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98 FEB -4 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA