



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: POWERRR MARINE, INC.
Ref. Number: W98000019049

We have received your document for POWERRR MARINE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 598A00043291

ARTICLES OF INCORPORATION
OF
BEYOND PERFORMANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG 21 AM 7:52

ARTICLE I. NAME

The name of the corporation is BEYOND PERFORMANCE, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is 4608 Land O' Lakes Boulevard, Land O' Lakes, FL 34639-3823 and the mailing address is the same.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office is at 6353 Courtney Campbell Causeway, Tampa, Florida 33609. The name of the initial registered agent at that address is Marcus C. Funk.

ARTICLE IV. AUTHORIZED SHARES

The corporation is authorized to issue 1000 shares of common stock having par value of \$.01 per share. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code.

ARTICLE V. MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders without a board of directors.

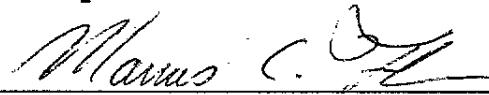
ARTICLE VI. INCORPORATORS

The names and addresses of the incorporator is:

<u>Name</u>	<u>Address</u>
Marcus C. Funk	6353 Courtney Campbell Causeway Tampa, FL 33609

IN WITNESS WHEREOF, we have executed these articles of incorporation this 27 day of March, 1998.

Incorporators:



MARCUS C. FUNK

The undersigned, being all of the shareholders of the corporation,
agree to the provisions of Article V, Management by Shareholders,
of the Articles of Incorporation.

Shareholders:



MARCUS C. FUNK

BRIAN E. ROURKE

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
RECEIPT OF STAFF
SECTION OF CORPORATIONS

98 AUG 21 AM 7:52

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 designating the registered office and registered agent in Florida.

1. The name of the corporation is BEYOND PERFORMANCE, INC.
2. The address of the registered office is 6353 Courtney Campbell Causeway, Tampa, Florida 33609.
3. The name of the registered agent at the registered office is Marcus C. Funk.

Dated: 3/24/98

POWER MARINE, INC.

Marcus C. Funk
Marcus C. Funk
6353 Courtney Campbell Causeway
Tampa, FL 33609
President

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 3/24/98

Marcus C. Funk
MARCUS C. FUNK