CAPITAL CONNECTION, INC.

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417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED SECRETARY OF STATE FISION OF CORPORATIONS

98 SEP 14 PM 1:55

Propil Now Inc.

Signature

Requested by:

Name

Walk-In

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		Art of Inc. File	
		LTD Partnership File	
		Foreign Corp. File	
		L.C. File	
	_	Fictitious Name File	
		Trade/Service Mark	_
		Merger File	
		Art. of Amend. File	
		RA Resignation	
		Dissolution / Withdrawal	
		Annual Report / Reinstatement	
<u>-</u>		Cert. Copy	
		Photo Conv	
		Certificate of Good Standing	
		Certificate of Status 77	
		Certificate of Fictitious Name	
		Corp Record Search	
		Officer Search	
		Fictitious Search	
		Fictitious Owner Search	
9/14/98 Date	10:09 Time	Vehicle Search	
		Driving Record	
		UCC 1 or 3 File	
		UCC 11 Search	
		UCC 11 Retrieval	
Will Pick Up _		Courier	

ARTICLES OF INCORPORATION

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

OF

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PROFIT NOW, INC.

The undersigned Subscriber, being of natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be

PROFIT NOW, INC.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including the transaction of any or all lawful business for which corporations may be incorporated.

ARTICLE III - EXISTENCE

The corporation is to have perpetual existence.

ARTICLE IV - STOCK

The total number of shares of stock which the corporation shall have authority to issue is 1000 shares of common stock, with a par value of \$.10 per share.

ARTICLE V - ACQUISITION OF STOCK

The shareholders of the corporation shall have the preemptive

right to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation.

ARTICLE VI - PRINCIPAL OFFICE

The initial address of the principal office of the corporation is as follows:

2471 Port West Boulevard Riviera Beach, Florida 33407

ARTICLE VII - REGISTERED AGENT

The name and address of the initial Registered Agent of the corporation is:

Val L. Osinski, Esq. 9836 West Sample Road Coral Springs, Florida 33065

ARTICLE VIII - NUMBER OF DIRECTORS

The initial number of Directors of the Corporation shall be two (2). The number of Directors may be increased or decreased by the Bylaws adopted by the Shareholders at any time.

ARTICLE IX - NAME OF DIRECTORS

The names and address of the members of the first Board of Directors are:

Sean Sullivan 2471 Port West Boulevard Riviera Beach, Florida 33407

ARTICLE X - INCORPORATORS

The names and addresses of the incorporators are:

Sean Sullivan 330 S.E. 13th Avenue Pompano Beach, Florida 33060

Sean Sullivan

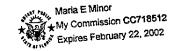
STATE OF FLORIDA)
SS
COUNTY OF)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Sean Sullivan, who produced a driver's license as identification, or is personally known to me and who executed the foregoing and acknowledged that same was executed freely and voluntarily for the purpose therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 1998.

MARIA E MIUUR Notary (Print)

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First that PROFIT NOW, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Palm Coast, Florida, has named Val L. Osinski, Esq., located at 9836 West Sample Road, Coral Springs, Florida 33065, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Val L. Osinski, Esq.

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