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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PENGUIN PERFORMANCE SOLUTIONS CORPORATION

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PENGUIN PERFORMANCE SOLUTIONS CORPORATION

ARTICLE I. NAME

The name of this Corporation is PENGUIN PERFORMANCE SOLUTIONS CORPORATION.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. PREEMPTIVE 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:
Virginia P. Sherlock,
Littman, Sherlock & Heims,
P.O. Box 1197
Stuart, Fl 34995
(561) 287-0200

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 34 Sunrise Avenue, Ormond Beach, FL 32176. The name of the initial registered agent of this corporation is Virginia P. Sherlock, and her address is 1855 South Kanner Highway, Stuart, FL 34994.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be fewer than one member and never more than ten members. The names and addresses of the initial directors of this corporation are as follows:

Ken K. Westerlund
4603 Secret River Trail
Port Orange, FL 32119

Richard E. Picton II
2999 Sage Brush Lane
Geneva, FL 32732

Brian J. Hannon
34 Sunrise Avenue
Ormond Beach, FL 32176

Eric A. Vaden
8775 Belter Drive
Orlando, FL 32176

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these Articles are:
Ken K. Westerlund, 4603 Secret River Trail, Port Orange, FL 32119.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of December, 1998.

Ken K Westerlund (SEAL)

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

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

That PENGUIN PERFORMANCE SOLUTIONS CORPORATION,
desiring to organize under the laws of the State of Florida, with its
principal office at the City of Ormond Beach, County of Volusia, State of
Florida, as set forth in the Articles of Incorporation, has named Virginia P.
Sherlock, located at: 1855 South Kanner Highway, Stuart, FL 34994, as
its Registered Agent to accept service of process on the corporation's
behalf within this State.

ACKNOWLEDGMENT
(Must Be Signed by Registered Agent)

Having been named to accept service of process for the above
mentioned corporation, at the 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.


As Registered Agent

Prepared by:

Virginia P. Sherlock, Esq.
Littman, Sherlock & Helms, P.A.
P.O. Box 1197
Stuart, FL 34995

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