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April 2, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

100002838101--9  
-04/13/99--01061--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: OPTIMUM PERFORMANCE CONSULTING, INC.  
Articles of Incorporation

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED \_\_\_\_\_ (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,



Gregg G. Heckley, Esquire

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

OPTIMUM PERFORMANCE CONSULTING, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporation name is OPTIMUM PERFORMANCE CONSULTING, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares of which the Corporation has authority to issue is 10,000, all of which shall be common shares with a par value of one dollar (\$1.00) per share.

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## ARTICLE FIVE

### PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

## ARTICLE SIX

### REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 914 West Ohio Avenue, Tampa, Florida 33603, and the initial Registered Agent at such address is JENNIE L. SIMMS.

## ARTICLE SEVEN

### DIRECTORS

7.01. The initial Board of Directors of the Corporation shall consist of three (3) directors.

7.02. The names and addresses of the first Board of Directors are:

NAME	ADDRESS
JENNIE L. SIMMS . . . . .	310 East Jean Street Tampa, Florida 33604
VICKI L. WILKES . . . . .	914 West Ohio Avenue Tampa, Florida 33603
SHERI L. CRANE . . . . .	914 West Ohio Avenue Tampa, Florida 33603

ARTICLE EIGHT

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is 914 West Ohio Avenue, Tampa, Florida 33603.


ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is:

NAME	ADDRESS
JENNIE L. SIMMS	310 East Jean Street Tampa, Florida 33604

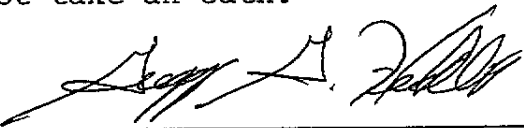
IN WITNESS WHEREOF, I have subscribed my name on this 2nd day of April, 1999.

  
JENNIE L. SIMMS  
Incorporator

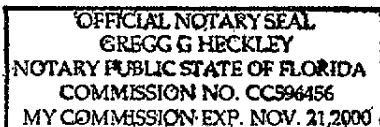
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 2nd day of April, 1999, before me a notary public authorized in the State and County above named to take acknowledgments, personally appeared JENNIE L. SIMMS, personally known to me to be the person described in or who produced a driver's license as identification and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation and she did not take an oath.

  
Notary Public

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**


Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as her location for service of process as:

914 West Ohio Avenue

Tampa, Florida 33603

The undersigned shall serve as Registered Agent until otherwise removed or she shall resign pursuant to the laws of the State of Florida.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
JENNIE L. SIMMS

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