

Jerome L. Hall, P.A.

ATTORNEY AT LAW

5820 SURREY CIRCLE EAST
DAVIE, FLORIDA 33331
(954) 791-9698

P99000084210

September 17, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

000002990440--6
-09/20/99--01015--006
*****70.00 *****70.00

Re: The Profit Network, Inc.

Dear Madam/Sir:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing fees:	\$35.00
Registered Agent fee:	35.00
Total:	<u>\$70.00</u>

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

Jerome L. Hall

Jerome L. Hall, Esquire

JLH/sk

Enclosures

FILED
99 SEP 20 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE PROFIT NETWORK, INC.

WE, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: The Profit Network, Inc.

ARTICLE II

BUSINESS/MAILING ADDRESS

The business/ mailing address of this corporation is: 441 S. State Road 7
Suite 12
Margate, Florida 33068

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 20 AM 9:57

FILED

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV

PURPOSE

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

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 5820 Surrey Circle East, Davie, Florida 33331, and the name of the initial registered agent of this corporation at that address is Jerome L. Hall, Esquire.

ARTICLE IX

INITIAL BOARD OF DIRECTORS


This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one. The name and address of the initial director of this corporation is Anna Collins, 441 S. State Road 7, Suite 12, Margate, Florida 33068.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is Anna Collins.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 16th day of September, 1999.



Initial Director/Incorporator

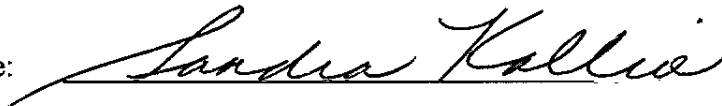
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16th day of September,
1999, by Anna Collins, who is personally known to me or who has produced
_____ as identification and who did (did not) take an oath.

NOTARY PUBLIC:

Signature:



Name (Typed or Printed/Stamp):

My Commission Expires:



Sandra Kallio
My Commission CC656889
Expires June 18, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That The Profit Network, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 441 S. State Road 7, Suite 12, City of Margate, State of Florida, has named Jerome L. Hall, Esquire, located at 5820 Surrey Circle East, City of Margate, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: _____

Jerome L. Hall, Esquire

DATE: _____

September 16, 1999

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: _____

Jerome L. Hall, Esquire,
Registered Agent

DATE: _____

September 16, 1999