

TPK 99000084781

TPK INVESTMENTS, INC.

3822 GUNN HIGHWAY • TAMPA, FL 33624-4720

(813) 961-4341 TELEPHONE

(813) 265-8014 FACSIMILE

September 14, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: TPK INVESTMENTS, INC.

Gentlemen:

900002993919--7
-09/22/99--01071--005
*****122.50 *****78.75

Enclosed herewith, please find the following:

1. Two (2) executed notarized originals of the above referenced Articles of Incorporation for TPK INVESTMENTS, INC.
2. Our check in the amount of \$122.5.00 representing the Florida Secretary of State filing fees.
3. A self addressed stamped envelope regarding the return of one (1) copy of each of the filed articles.

In advance, our sincere appreciation regarding your processing the above.

Cordially,

Lance Ponton

Lance Ponton

FILED
1999 SEP 22 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/24

FILED

1999 SEP 22 PM 12: 40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TPK INVESTMENTS, INC.

ARTICLE I

Corporate Name

The name of this corporation is TPK INVESTMENTS, INC.

ARTICLE II

Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is 20,000,000 shares having a par value of .01 per share.

The maximum number of shares of preferred stock that this Corporation is authorized to issue and have outstanding at any one time is 5,000,000 shares having a par value of .01 per share.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the issuance 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 at the price and on the terms at which it is offered to others.

ARTICLE V

Terms of Existence

The corporation shall have perpetual existence.

ARTICLE VI

Registered Agent and Initial Registered Office

The Resident Agent and the street address of the initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lance Ponton

3802-A Gunn Highway

Tampa, FL 33624

The mailing address of the corporation is:

TPK INVESTMENTS, INC.

3802-A Gunn Highway

Tampa, FL 33624

ARTICLE VII

Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

Initial Directors

The name of the original director of this Corporation and their street addresses are:

Lance Ponton
3802-A Gunn Highway
Tampa, FL 33624

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever shall first occur.

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Lance Ponton
3802-A Gunn Highway
Tampa, FL 33624

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this ____ day of September, 1999


Incorporator

FILED

1999 SEP 22 PM 12:40

STATE OF FLORIDA
COUNTY OF PALM BEACH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared Lance Ponton to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on September 21, 1999.



Freda D. Whipple
MY COMMISSION # CC514120 EXPIRES
March 26, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Freda D. Whipple
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the appointment and designation as Registered Agent for TLK INVESTMENTS, INC. this 21 day of September, 1999 and agrees to comply with all laws applicable to said capacity.

Having being named to accept service of process for the above named Corporation at the place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the appointment in complete performance of my duty applicable to said capacity.

Dated: September 21, 1999

Lance Ponton

Lance Ponton

Resident Agent

Address: 3802-A Gunn Highway
Tampa, FL 33624