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LAW OFFICES

JIM E. SOLOMON & ASSOCIATES

A PROFESSIONAL ASSOCIATION

SUITE 102

600 CORPORATE DRIVE

FORT LAUDERDALE, FLORIDA 33334

FILED

00 MAY -1 AM 10: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JIM E. SOLOMON

DAVID BROWN*

* ADMITTED NEW YORK BAR ONLY

April 26, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/01/00--01137--009
*****70.00 *****70.00

Re: Incorporation of ProKote International, Inc.

Gentlemen:

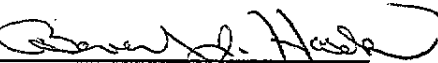
Enclosed herewith are the original and one (1) copy of Articles of Incorporation for the above-captioned name. Please file said Articles at your earliest convenience. This Firm's check in the amount of \$70.00 is also enclosed.

If you have any questions, or need any further information, please do not hesitate to contact the undersigned.

Your assistance in this filing is appreciated.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: 
Beverly J. Hosek, CLA

bjh
Enclosures

Ret 5/2/00

**ARTICLES OF INCORPORATION
OF
PROKOTE INTERNATIONAL, INC.**

FILED
00 MAY -1 AM 10: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: **ProKote International, Inc.**

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be:

318 Indian Trace #100
Fort Lauderdale, Florida 33326

ARTICLE III - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) Shares, with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is:

JIM E. SOLOMON
600 Corporate Drive, Suite 102
Fort Lauderdale, Florida 33334

ARTICLE V - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:
Jonathan Banko.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of April, 2000.

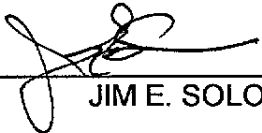


Jonathan Banko, Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: April 26, 2000



JIM E. SOLOMON

FILED
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TALLAHASSEE, FLORIDA