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TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Pro Management & Consulting, Inc.

400005253714--5

-04/11/02--01044--019

*****78.75 *****78.75

Enclosed are an original and one (1) copy of the articles of incorporation and our
check for
\$78.75.

FROM: Robert Newton
Name (printed or typed)

5511 Heckscher Drive
Address

Jacksonville FL 32226
City State Zip Code

(904)386-7503
Telephone Number (include area code)

Note: Please provide the original and one copy of the Articles.

D. WHITE APR 18 2002

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ARTICLES OF INCORPORATION

OF

Pro Management & Consulting, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: Pro Management & Consulting, Inc.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, MAILING OFFICE AND REGISTERED AGENT'S OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 5511 Hecksher Drive, Jacksonville, FL 32226.

The name of the initial registered agent of this corporation is Robert Newton.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

	<u>NAME</u>	<u>ADDRESS</u>
President	Robert Newton	5511 Hecksher Drive Jacksonville, FL 32226

ARTICLE VIII - INCORPORATORS

NAME

Robert Newton

ADDRESS

5511 Hecksher Drive
Jacksonville, FL 32226

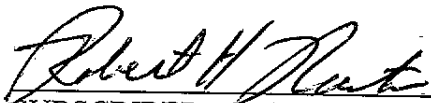
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of April 2002.


SUBSCRIBER Robert Newton

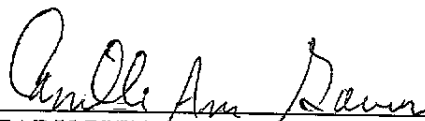
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert Newton

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and the acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of April 2002.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
AGENT UPON WHOM PROCESS MAY BE SERVED.**

02 APR 11 PM 3:39
CLERK OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST – That Pro Management & Consulting, Inc.

desiring to organize or qualify under the laws of the State of Florida, with its principle place
of business at the City of Jacksonville , State of Florida, has named Robert Newton

located at 5511 Hecksher Drive, Jacksonville, FL 32226

as its agent to accept service of process within Florida.

SIGNATURE: Robert H. Newton
Robert Newton
Title: President
Date: April 1, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CAPTIONED 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 PERFORMANCE OF MY DUTIES.

SIGNATURE: Robert H. Newton
Robert Newton
REGISTERED AGENT

DATE: April 1, 2002