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(Requestor's Name)

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PICK-UP WAIT MAIL

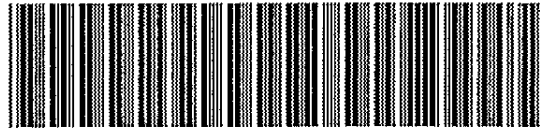
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PRONOIA GROUP, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

! \$70.00
Filing Fee

! \$78.75
Filing Fee
& Certificate of Status

! \$78.75 Filing Fee & Certified Copy	! \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Steve Chung
Name (Printed or typed)

3026 White Ash TRAIL
Address

ORLANDO, FL 32826
City, State & Zip

(407) 207-4598
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PRONOIA GROUP, INC.**

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

ARTICLE 1 – NAME

The name of the Corporation is **PRONOIA GROUP, INC.**

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPLE OFFICE

The address of the principal office of this Corporation is 3026 White Ash Trail, Orlando Fl, 32826 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this incorporation is:

Steve Chung
3026 White Ash Trail
Orlando, FL 32826

ARTICLE 5 – PRESIDENT

The initial President of the Corporation shall be Steve Chung whose address shall be the same as the Incorporator of the corporation.

ARTICLE 6 – CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **One thousand (1,000)** shares of common stock, each share having no par value.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of

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TALLAHASSEE FLORIDA

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Directors may deem advisable in connection with such issuance.

6.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by the applicable law of these Articles of Incorporation.

ARTICLE 8 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 – TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of the other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 – REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this Corporation is Steve Chung, 3026 White Ash Trail, Orlando, Florida 32826.

ARTICLE 11 – BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to the majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

ARTICLE 12 – EFFECTIVE DATE

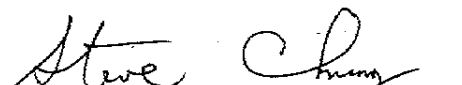
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of March 2003.


Steve Chung, Incorporator


Steve Chung, Registered Agent
I hereby am familiar with and
accept the duties and
responsibilities of the Registered
Agent.

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