

R9500003079

E-Z SWIM
1705 WHITEHALL DR
FT LAUDERDALE
FL 33324
Apt 104

300001447443
-04/05/95--01003--003
*****70.00 *****70.00

OFFICE USE ONLY

FILED
95 APR 18 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please write in the corporate name on the registered agent certificate

B. REGISTER APR 7 1995
789,505,524, 706,671
~~7095-9541~~

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1995

E-Z SWIM
1705 WHITEHALL DRIVE
APT 104
FT LAUDERDALE, FL 33324

SUBJECT: E-Z SWIM
Ref. Number: W95000007541

We have received your document for E-Z SWIM and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

✓ PLEASE WRITE THE NAME OF THE CORPORATION IN THE APPROPRIATE PLACE ON YOUR REGISTERED AGENT CERTIFICATE.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours. *1-305 424 5901*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 595A00015938



KEITH ADEE
Director of Marketing

EZ SWIM
P.O. Box 40675
Plantation, FL 33318
1-800-449-3440
1 305 424 5901

FILED
95 APR 18 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
(name of corporation)

I/we, the undersigned, hereby form, organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I.

The name of the corporation shall be E-Z SWIM INC.

ARTICLE II.

The general nature of the business and the objects and purposes are to engage in the business of MANUFACTURE AND SELL NEW INVENTIONS.

SECTION 1. This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

SECTION 2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and

in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including but not limited to, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidence of interests in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to mineral, oil, gas and water rights, all or any part of any ongoing business and its incidents, franchises, subsidiaries charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

SECTION 3. To hire and employ agents, servants and employees, and to enter into agreements of employment and

collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

SECTION 4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

SECTION 5. To let concession to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

SECTION 6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Florida Statute 607, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the law pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms,

associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III.

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 5000 shares having \$ NO par value.

ARTICLE IV.

The amount of capital with which this corporation shall begin business will not be less than \$ 200.00.

ARTICLE V.

The corporation is to have perpetual existence.

ARTICLE VI.

The principal place of business of this corporation shall be 1705 WHITEHALL DR FT LAUDERDALE FL 33324 #104

or any other city in the State of Florida designated by the Board of Directors.

ARTICLE VII.

This corporation shall have 3 director initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be decreased to less than one (1).

ARTICLE VIII.

This corporation, and any or all of the stockholders of this corporation may, from time to time, enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter, any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the By-Laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE IX.

The names and addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the

By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's business and existence, and until his successors are elected and have qualified:

NAME

ADDRESS

ARTICLE X.

The name and post office address of each subscriber to the Articles of Incorporation are as follows, to-wit:

NAME

ADDRESS

Keith Adee

1705 Whitehall Dr., #108
Ft. Lauderdale, FL 33324

ARTICLE XI.

The executive officers of this corporation may be a President, a Vice President, a Secretary and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, take and hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws, or determined by the Board of Directors.

ARTICLE XII.

The private property of the stockholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatever.

Every director and officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to his

duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction is authorized or confirmed, and provided however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIII.

In furtherance, and not in limitation to the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

- (a) To make, alter, amend and repeal the By-Laws of the

corporation, subject to the powers of the holders of stock having voting power to alter, amend, or repeal the By-Laws made by the Board of Directors.

(b) To determine and fix the value of any property to be acquired by the corporation and to issue and to pay in exchange therefor, stock of the corporation; and the judgment of the directors in determining such value shall be conclusive.

(c) To set apart out of any funds of the corporation available for dividends, reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

(d) To determine from time to time whether and to what extent, and to what times and places, and under what conditions and regulations the accounts and books of the corporation, or any of the books, shall be open for inspection by the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

(e) The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIV.

If the By-Laws so provide, the stockholders and the Board of

Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by this Certificate of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida.

Election of Directors need not be by ballot unless the By-Laws so provide.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

ARTICLE XV.

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are stockholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which are or might be adverse to the interest of this company, provided that such contracts or transactions are entered into in good faith and authorized or ratified in the usual course

of business as may be provided for in the By-Laws of the corporation.

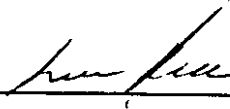
ARTICLE XVI.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred therein upon stockholders, directors and officers are subject to this reserved power.

ARTICLE XVII.

The said E-Z SWIM, desiring to be organized under the laws of the State of Florida, and agrees to maintain same at all times, hereby designates KEITH ALEE of 1705 WHITEHALL DR FT LAUDERDALE FL 33324 #104 as its Registered Agent to accept service of process within this State.

IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, do make, subscribe and acknowledge these Articles, and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth.



STATE OF FLORIDA)

COUNTY OF BROWARD)

This day personally appeared before me, the undersigned authority, Keith Adee, known to me to be the persons making, subscribing and acknowledging the foregoing Articles of Incorporation to be their act and deed for the uses and purposes therein set forth and expressed.

SWORN TO AND SUBSCRIBED before me, this 3 day of 3

1993.

NOTARY PUBLIC:

Don Gustafson
State of Florida at Large

My Commission Expires:

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

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

E-Z SWIM INC
THAT (name of corporation) DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED KEITH A DEE, LOCATED AT 1705 Whitehall Dr FT LAUDERDALE FL 33324 ⁹⁰⁴ CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Keith A Dee

DATE

2-15-95

95
APR 18 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

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

Keith A Dee

(Registered Agent)

DATE

2-15-95

Don Mustaff

P95000030079

MIRKIN & WOOLF, P.A.

Attorneys at Law

Flagler Federal Tower - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 407-687-4460
fax 407-687-3447

March 13, 1996

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

100001745521
-03/15/96--01123--003
*****87.50 *****87.50

Re: Articles of Amendment

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Amendment to the Articles of Incorporation of EZ Swim Inc.

Also enclosed please find a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

Mark H. Mirkin
Mark H. Mirkin
MHM/cmf

*Corrected
name
per*

FILED
96 MAR 15 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/25

*Joy Amend.
CC.*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
E-Z SWIM INC.

FILED
95 MAR 15 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Statutes, on March 13, 1996 a majority in interest of the shareholders and a majority of the directors (in each case a sufficient number) of E-Z Swim Inc., a Florida corporation (the "Corporation"), adopted the following resolutions on behalf of the Corporation:

- RESOLVED: That the authorized capital of the Corporation should be changed to 10,000,000 shares of common stock, \$0.01 par value per share.
- RESOLVED: That the Corporation's registered agent/registered office should be changed to Mark H. Mirkin, Esq., c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.
- RESOLVED: That the Articles of Incorporation as filed with the secretary of State of Florida on April 18, 1995 should be amended to reflect the foregoing resolutions.

NOW, THEREFORE, in accordance with the foregoing resolutions:

1. Article III is hereby amended to read as follows:

The total number of shares which the Corporation is authorized to issue is 10,000,000 shares of common stock, \$0.01 par value per share.

2. Article XVII is hereby amended to read as follows:

The street address of the registered office of the Corporation is c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

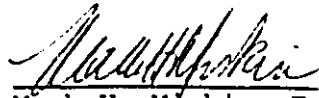
IN WITNESS WHEREOF, the President of the Corporation has adopted and submitted this instrument this 13th day of March, 1996.



Keith A. Adey, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for E-Z SWIM INC. at 1700 Palm Beach Lakes Boulevard #580, West Palm Beach, Florida 33401, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.



Mark H. Mirkin, Esq.

P95000030079

MIRKIN & WOOLF, P.A.

Attorneys at Law

Flagler Federal Tower - Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 561-687-4460
fax 561-687-3447

May 15, 1996

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

300001833063
-05/21/96--01150--011
*****87.50 *****87.50

Re: Articles of Amendment

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Amendment to the Articles of Incorporation of E-Z Swim Inc.

Also enclosed please find a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

Mark H. Mirkin

Mark H. Mirkin
MHM/cmf

cc: Ronald J. Geraci

FILED
96 MAY 20 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N/C

VS MAY 28 1996

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
E-Z SWIM INC.

FILED
95 MAY 20 AM 8:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Statutes, on May 9, 1996 a majority in interest of the shareholders and all of the directors of E-Z Swim Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by action without a meeting:

RESOLVED: That the name of the Corporation should be changed to Produx Corporation.

RESOLVED: That the Articles of Incorporation as filed with the Secretary of State of Florida on April 18, 1995 should be amended to reflect the change of name of the Corporation.

No more than a majority in interest of the shareholders is required either by the Florida Statutes or the Articles of Incorporation or Bylaws of the Corporation to effect a corporate name change.

NOW THEREFORE, in accordance with the foregoing resolutions, Article I of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE I.

The name of the Corporation shall be Produx Corporation.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 10 day of May, 1996.



Keith A. Adee, President

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 NOV 18 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # 095000030079
1 Corporation Name PRODEX Corporation

Principal Place of Business Mailing Address
ste 19
3300 SOUTH CONGRESS AVE
BOYNTON BCH., FL. 33426

REINSTATEMENT all

If above addresses are incorrect in any way, line through incorrect information and enter correction below

DO NOT WRITE IN THIS SPACE

2 New Principal Office Address, if Applicable		3 New Mailing Address, if Applicable		4 Date Incorporated or Qualified To Do Business in Florida <u>APRIL 18, 1995</u>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5 FEI Number <u>65-0669961</u>	
City & State		City & State		Applied For Not Applicable	
Zip	Country	Zip	Country	6 CERTIFICATE OF STATUS DESIRED <input checked="" type="checkbox"/> \$8.75 Additional Fee required for a Certificate of Status	

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)			
1 Title	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
Pres.	Ronald Geraci	9353 Water Course Way	Boynton Beach, FL. 33437
Sec.	Ron Scavron	STEC. 7600 Wiles Rd.	Coral Springs, FL. 33067

30000201-1953-1
-11/22/96--01015--W3
***383.75 ***383.75

DB1-19-96

8. Name and Address of Current Registered Agent		9. Name and Address of New Registered Agent	
RONALD GERACI 9353 Water Course Way BOYNTON BCH., FL 33437		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, Etc. City State FL Zip Code	

10 I am being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.
Signature of Registered Agent Ronald J. Geraci Date 11/12/96
REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: Ronald J. Geraci Date 11/12/96 561/733-9660
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E040 (12/95)