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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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ACCT#: 070744001530

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NAME: POWER PRO LABS, INC.

AUDIT NUMBER.....H98000007144

DOC TYPE.....FLORIDA PROFIT CORPORATION OR F.A.

CERT. OF STATUS..0

PAGES..... 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/15/98

198-7144

ARTICLES OF INCORPORATION

FILED

Article 1: Name of Corporation POWER PRO LABS, INC.

Address of Corporation 2403 NORTHWEST 35th STREET

BOCA RATON, FLORIDA 33431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 5,000, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT:

JOEL H. FELDMAN, ESQ.

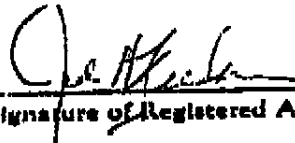
and

REGISTERED OFFICE:

4800 NORTH FEDERAL HIGHWAY

BOCA RATON, FLORIDA 33431

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


Signature of Registered Agent

04/13/98

Date

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

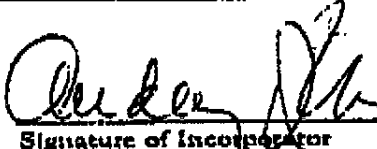
1. AUDREY B. SCHNEIDERMAN, 4000 NORTH FEDERAL HIGHWAY, SUITE 201
BOCA RATON, FLORIDA 33431

SUSAN MARLENE MARKS, 2403 NORTHWEST 35th STREET, BOCA RATON, FLORIDA 33431

Article 5: The Name and Address of the INCORPORATOR is:

AUDREY B. SCHNEIDERMAN, 4000 NORTH FEDERAL HIGHWAY, SUITE 201
BOCA RATON, FLORIDA 33431

In witness whereof, I have subscribed my name


Signature of Incorporator

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

198-7144