And The State of t

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

400002818654--8 03/25/99--01085--010

PROSERVICE. NET, INC. (Proposed corporate name - must include suffix)

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

\$70.00

□ \$78.75

Filing Fee

Filing Fee

& Certificate of Status

□\$78.75

× \$87.50

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate of

Status

ADDITIONAL COPY REQUIRED

FROM: CHARLES B. ZITSMAN Name (Printed or typed)

AUGUSTINE FL 32086
City, State & Zip)

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

ARTICLES OF INCORPORATION.

OF

PROSERVICE.NET, INC.

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act adopts the following Article of Incorporations for such corporation:

ARTICLE I NAME

The name of the corporation is PROSERVICE.NET, INC.

ARTICLE II .COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

Corporate existence shall commence on MARCH 24, 1999, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III CAPITAL STOCK

This corporation shall have authority to issue one hundred thousand (100,000) shares of capital stock with a par value of \$ 0.10 per share.

ARTICLE IV PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 3575 US1 SOUTH, ST. AUGUSTINE, FL 32086

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address in Florida of the corporation's initial registered office is 2200 N. PONCE DE LEON BLVD., SUITE #10, ST. AUGUSTINE, FLORIDA 32084 and the initial registered agent at such address is W. HENRY O'CONNELL.

ARTICLE VI INCORPORATORS

The name and address of the incorporator is as follows:

CHARLES B. ZITSMAN 3575 US 1 SOUTH ST. AUGUSTINE, FL 32086

EFFECTIVE DATE
3-24-99

SECRETURE CORPORATIONS
SECRETURE CORPORATIONS
DIVISION OF PIN 12: 29
SS MAR 25 PIN 12: 29

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation at 3575 US1 SOUTH, ST. AUGUSTINE, FLORIDA 32086 on the 24TH day of MARCH, 1999.

CHARLES B. ZITSMAN

Incorporator

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That PROSERVICE.NET, INC. desiring to operate under the laws of the State of Florida, with its principal place of business in ST. AUGUSTINE, FLORIDA, has named W. HENRY O'CONNELL located at 2200 N. PONCE DE LEON BLVD., SUITE #10, ST. AUGUSTINE, FLORIDA 32084 as its agent to accept service of process within Florida.

PROSERVICE.NET, INC.

ЗУ:(____

CHARLES B. ZITSMAN Incorporator

Dated: 03-24-99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligation provided for in Section 607.0505, Florida statutes.

W. HENRY O'CONNELL

Dated: 03-24-99

BECRETARY OF STATE
DIVISION OF STATE
OF