

MICHAEL A SANTORE
ACCOUNTING & INCOME TAX SERVICE

PO0000029878

March 13, 2000

Division of Corporations
P.O. box 6327
Tallahassee, FL 32314

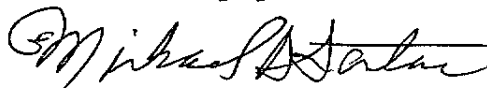
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Attn: Bureau of Corporate Records

Dear Chief:

Enclosed please find the Articles of Incorporation for PRO PCS, Inc. and a check for \$70.00 to cover the required filing cost to form a corporation. If these are in order, I would appreciate you forwarding the approved articles to my attention at the address below. If you require additional information, please contact me.

Sincerely yours,



Michael A. Santore

FILED
00 MAR 20 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. VARNADORE MAR 24 2000

ARTICLES OF INCORPORATION

OF

PRO PCS, INC.

ARTICLE 1

The name of the Corporation is:

PRO PCS, INC.

ARTICLE 2

The term of existence of this corporation shall be perpetual. This corporation shall be deemed to commence its existence on the acceptance of these Articles of Incorporation by the State of Florida.

ARTICLE 3

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4

The aggregate number of shares which the corporation has authority to issue is TWO THOUSAND (2000) shares, all of which shall be common shares with a par value of TEN cents (.10).

ARTICLE 5

The location of the principal office is:

664 Sioux AVE.
Melbourne, FL 32935

ARTICLE 6

The street address of the initial registered office of the corporation shall be 483 Orlov RD NW, Palm Bay, FL 32907. The name of the initial registered agent at that address is Michael A. Santore.

ARTICLE 6A

Registered Agent Acceptance

" I hereby am familiar with and accept the duties and responsibilities as registered agent for this corporation"


Michael A. Santore

FILED
00 MAR 20 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 7

The Board of Directors of the Corporation shall consist of at least TWO members. The name and address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Keith W. Lewis	664 Sioux Ave. Melbourne, FL 32935
Joanne C. Lewis	664 Sioux Ave. Melbourne, FL 32935

ARTICLE 8

The name of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. Santore	483 Orlov RD. NW Palm Bay, FL 32935

ARTICLE 9

The amount of stated capital with which this corporation will begin business is 500 (500) dollars.



INCORPORATOR