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June 19, 2000

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

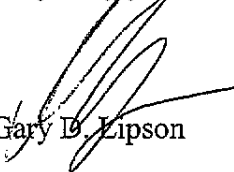
Gentlemen/Ladies:

Enclosed please find two executed copies of the Articles of Incorporation of Pro SET Holdings, Inc., as well as a check in the amount of \$78.75.

Please file the Articles of Incorporation of this corporation as soon as possible and forward a copy of the certified Articles of Incorporation to me at the address set forth above.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Gary D. Lipson

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
Pro SET Holdings, Inc.**

The undersigned does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida:

**ARTICLE I**

**Corporate Name**

The name of this corporation is: Pro SET Holdings, Inc.

**ARTICLE II**

**Mailing Address**

The initial mailing address of the corporation is: c/o Gary D. Lipson, Esq., 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

**ARTICLE III**

**Capital Stock**

The total number of shares of capital stock which this corporation shall have the authority to issue is Fifty Million (50,000,000) shares, consisting of Five Million (5,000,000) shares of Preferred Stock having a par value of \$.0001 per share and Forty-Five Million (45,000,000) shares of Common Stock having a par value of \$.0001 per share.

The Board of Directors of this corporation is authorized, subject to the limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in series and, by filing articles of amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares of Preferred Stock to be included in each such series and to determine and fix the designations, powers, preferences and rights of the shares of each such series (including without limitation the voting rights, dividend rights and preferences, liquidation rights and preferences, and conversion rights, if any, thereof) and the qualifications, limitations and restrictions thereof.

All shares of Common Stock shall be identical with each other in every respect, and the holders thereof shall be entitled to one vote for each share of Common Stock upon all matters upon which the shareholders have the right to vote.

The holders of record of any outstanding shares of Preferred Stock shall be entitled to dividends if, when and as declared by the Board of Directors of the corporation, at such rate per share, if any, and at such time and in such manner, as shall be determined and fixed by the Board

of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part. No dividends shall be declared and paid, or declared and set aside for payment, on the shares of Common Stock unless and until all dividends, current and accumulated, if any, accrued on the outstanding shares of Preferred Stock shall be declared and paid or a sufficient amount shall have been set aside for the payment thereof.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the outstanding shares of Preferred Stock shall be entitled to receive such amount, if any, for each share of Preferred Stock, as the Board of Directors of the corporation shall determine and fix in the articles of amendment authorizing the series of Preferred Stock of which such shares of Preferred Stock are a part, and no more. If the assets of the corporation shall not be sufficient to pay to all holders of Preferred Stock the amounts to which they would be entitled in the event of a voluntary or involuntary liquidation, dissolution or winding up of the corporation, then the holders of record of each series of Preferred Stock which is entitled to share in the assets of the corporation in any such event shall be entitled to share in the assets of the corporation to the extent, if any, and in the manner, determined by the Board of Directors of the corporation in the articles of amendment authorizing the series of Preferred Stock of which such shares are a part, and no more, and, in any such case, the holders of record of shares of Preferred Stock of the same series shall be entitled to share ratably in accordance with the number of shares of Preferred Stock of the series so held of record by them to the extent, if any, that the series is entitled to share in the assets of the corporation in such event. No payment shall be made to the holders of shares of Common Stock of the corporation in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation unless the holders of record of shares of Preferred Stock shall have been paid the full amount to which they shall be entitled in such event or unless a sufficient amount shall have been set aside for such payment.

#### **ARTICLE IV**

##### **Registered Agent and Registered Office in Florida**

The initial registered agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Gary D. Lipson, Esq., 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

#### **ARTICLE V**

##### **Incorporator**

The name of the person signing these Articles of Incorporation as the sole incorporator is Gary D. Lipson, Esq. and his address is 9350 South Dixie Highway, Suite 1550, Miami, Florida 33156.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**

**Indemnification**


This corporation shall indemnify and hold harmless each and every one of its directors, officers, employees and agents to the fullest extent permitted by the laws of the State of Florida.

**ARTICLE VII**

**Affiliated Transactions**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as in effect on the date hereof and as amended from time to time, relating to affiliated transactions.

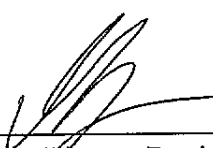
**IN WITNESS WHEREOF**, the undersigned sole incorporator has executed these Articles of Incorporation on June 19, 2000.

  
\_\_\_\_\_  
Gary D. Lipson, Sole Incorporator

**Acceptance of Registered Agent**

The undersigned, named as the registered agent in Article IV of the foregoing Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505 thereof.

**IN WITNESS WHEREOF**, the undersigned registered agent has executed this instrument on June 19, 2000.

  
\_\_\_\_\_  
Gary D. Lipson, Registered Agent