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MARC HAUSER
ATTORNEY AT LAW
CONCOURSE PLAZA
SUITE 616
1111 KANE CONCOURSE
BAY HARBOR ISLANDS, FLORIDA 33154
FAX (305) 866-3159
(305) 864-9934

July 14, 2000

SECRETARY OF STATE
Division of Corporations
Attn: New Filings
P.O. Box 6327
Tallahassee, Fla. 32314

Re: Produven, Inc.

Dear Sir or Madam,

Enclosed please find original and one copy of Articles of Incorporation of the above for filing, along with my trust account check in the sum of \$122.00 for filing and a certified copy of same. Please return a letter confirming the filing as well as a certified copy of the Articles of Incorporation filed herewith.

Thank you for attention to this matter

Very truly yours,

MARC HAUSER
MH:cs
Encl.

#25b:Corp.FIL

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EFFECTIVE DATE
7-13-00

FILED
00 JUL 17 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN JUL 20 2000

EFFECTIVE DATE
7-13-00

ARTICLES OF INCORPORATION
OF
PRODUVEN, INC.

FILED
00 JUL 17 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE the undersigned for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation is PRODUVEN, INC.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation in conformity with the laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations either in this state or throughout the United States and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE V

The maximum number of shares of stock of this corporation is authorized to have outstanding at any time shall be five hundred (500) shares of one dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock" as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VI

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation in the State of Florida shall be 4101 Pinetree Dr.
(#1518) Miami Beach, Fl 33140

and the name of the initial registered agent of this corporation is
ISAAC CHEREM

The corporation shall have such other places of business both within and without the State of Florida, and in foregoing countries as may be necessary and convenient.

ARTICLE VIII

This corporation shall exist perpetually.

ARTICLE IX

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

ARTICLE X

The name and street address of the first Board of Directors of this Corporation who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are: ...

ISAAC CHEREM
4101 Pinetree Dr. (#1518)
Miami Beach, Fl 33140

ARTICLE XI


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of Articles of Incorporation be made.

ARTICLE XII

In accordance with F.S. 607.617, the date of the corporate existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within (5) days, exclusive of legal holidays after such date. Otherwise, the date of corporate existence shall be upon the filing

of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, We the undersigned, being the subscribing incorporators have hereunto set our hands and seals for the purpose of forming this corporation under the laws of the State of Florida, this 13 day of July, 2000 .



ISAAC CHEREM

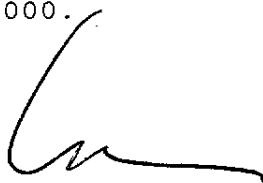
(Seal)

STATE OF FLORIDA) ss:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared, ISAAC CHEREM known to me personally to be the person described as subscribers and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 13 day of July, 2000.



NOTARY PUBLIC, State of Florida

Commission No:

My commission expires :

Printed name of Notary



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

PRODUVEN, INC.

In pursuant of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First - that **PRODUVEN, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 4101 Pinetree Dr. (#1518) Miami Beach, Fl 33140 , Florida has named **ISAAC CHEREM** of 4101 Pinetree Dr. (#1518) Miami Beach, Fl 33140 as its agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I hereby accept, to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



ISAAC CHEREM
RESIDENT AGENT

#25B:cherem.ac

FILED
00 JUL 17 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA