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CORPORATION NAME (S) AND DOCUMENT NUMBER (S) if known:

Procount Enterprises, Inc.

FILED
 00 AUG -1 PM 1:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Photocopy
- Certified Copy

- CERTIFICATE OF STATUS
- CERTIFICATE OF GOOD STANDING
- ARTICLES ONLY
- ALL CHARTER DOCS TO INCLUDE ARTS & AMENDS
- CERTIFICATE OF FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATION
 TSMITH AUG 01 2000

ARTICLES OF INCORPORATION

OF

PROCOUNT ENTERPRISES, INC.

We, the undersigned, all being of full age, do hereby associate ourselves together, and do hereby agree for ourselves, our associates and our assigns, to become a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

CORPORATE NAME

PROCOUNT ENTERPRISES, INC.

ARTICLE II

PURPOSE

The general nature and purpose of the business to be transacted by this corporation shall be: Leasing of equipment, including small electronics, and automobiles and trucks. To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act. To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the corporation and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized.

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ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence business on the date of filing of the Articles of Incorporation and shall have perpetual existence unless dissolved according to law.

ARTICLE IV

CAPITAL STOCK

The maximum number of stock shares that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to ONE HUNDRED (100) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE V

The amount of capital with which this corporation shall commence business is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI

ADDRESS

The principal office and initial mailing address of this corporation shall be located at 6635 W. Commercial Blvd. #117, Tamarac, FL 33319. However, said place of business may be moved to any other location within the State of Florida at any time thereafter.

ARTICLE VII

The designated registered agent of the corporation is CRAIG HOLLANDER. And he/she will accept service of process at the registered office address located at 6635 W. Commercial Blvd. #117, Tamarac, FL 33319.

ARTICLE VIII

SUBSCRIBER

The name and address of the REGISTERED AGENT AND SUBSCRIBER to these Articles of Incorporation is:

CRAIG HOLLANDER

11821 NW 31 Place, Sunrise FL 33323

The original incorporator/s of this corporation shall have the right upon its organization to assign and deliver their subscription of stock or a specified number of stock shares thereof, to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of said corporation ; who upon acceptance of such assignment, shall stand in lieu of the incorporator/s and assume and carry out all the rights, liabilities and duties entailed by said subscriptions subject to the laws of the State of Florida and the execution of these instruments of assignment.

ARTICLE X

BOARD OF DIRECTORS

The Director constituting the initial Board of Directors shall by ONE (1) in number at this time. However, the number of directors may be increased or diminish in number from time to time. The name and address of the ONE (1) persons who will serve as member of the board is:

CRAIG HOLLANDER

6635 W. Commercial Blvd. #117, Tamarac, FL 33319

ARTICLE XI

All Corporate Powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors as stated herein.

ARTICLE XII

STOCKHOLDER & CORPORATE OFFICERS

The names and addresses of the initial stockholders of this corporation and the corporate office held until a successor or successors are elected, if elected is:

CRAIG HOLLANDER

11821 NW 31 Pl., Sunrise FL 33323

ARTICLE XIII

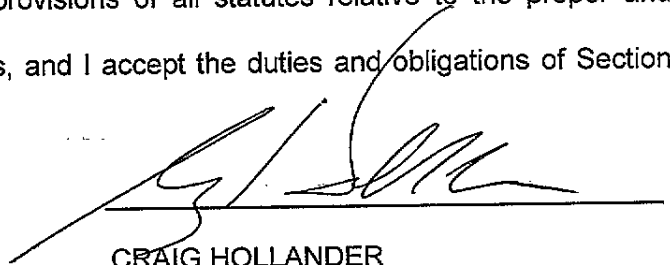
The corporation shall indemnify any Officer or Director or former Officer or Director of this corporation to the full extent permitted by law.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision or provisions thereof, contained in these Articles in the same manner now or hereafter prescribed by Statute, and all rights conferred upon its stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the uses and purposes aforesaid and does hereby declare and certify that the facts contained herein are true, this 31 day of July in the year 2000.

Having been named to accept service of process for at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.



CRAIG HOLLANDER

INCORPORATOR & REGISTERED AGENT

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TALLAHASSEE, FLORIDA