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LEIANN S. DAVIS
2226 22ND LANE
LAKE WORTH, FL 33463
AUGUST 17, 2000

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

FILED
00 AUG 21 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **R-PRO-MAN, INC.**

Dear Sir or Madam:

Enclosed are two original Articles of Incorporation and Registered Agent forms for the above captioned corporation.

One original is to be filed in your office and one original is to be certified and returned to the undersigned at the above address. Enclosed is a check in the amount of \$ 78.75 for:

Receiving, filing, and indexing Articles of Incorporation	\$ 35.00
Certificate of status	\$ 8.75
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL;	\$ 78.75

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*****78.75 *****78.75

Please telephone me at (561) 965-8115 if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Very truly yours,

Leiann S. Davis
Leiann S. Davis

ARTICLES OF INCORPORATION
OF
R-PRO-MAN, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is:

R-PRO-MAN, INC.

The mailing and physical address of the corporation is:

1527 15th Lane, Lake Worth, Florida 33463.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1527 15th Lane, Lake Worth, Florida 33463, and the name of the initial registered agent of this corporation at the address is Randall Serio.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is: Randall Serio, 1527 15th Lane, Lake Worth, Florida 33463.

ARTICLE VII
INITIAL CORPORATE OFFICER(S)

The initial officer of this corporation is: Randall Serio, President.

ARTICLE VIII
INCORPORATOR

The person signing these Articles is: Randall Serio, 1527 15th Lane, Lake Worth, Florida 33463.

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official and as to action in another capacity while holding such office. The indemnification provided herein shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XII

BYLAWS

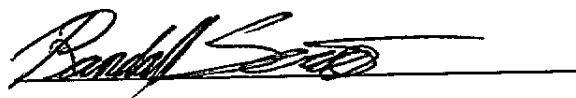
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII

BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin shall be the date of incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 17th day of August 2000.

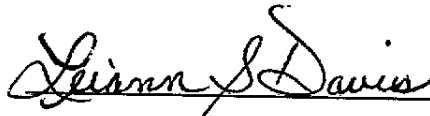

Randall Serio

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RANDALL SERIO, known to me to be the person who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of August, 2000.



Notary Public, State of Florida
Leian S Davis
My Commission CC66469
Expires July 27, 2001

ACCEPTANCE OF REGISTERED AGENT

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



Randall Serio

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TALLAHASSEE, FLORIDA