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EFFECTIVE DATE
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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Procida, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:

Procida Industries, Inc.

Article II. Address

The mailing address of the Corporation is:

Procida Industries, Inc.
13560 49th St. N.
Clearwater, FL 33762Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

Jay A. Hebert
13560 49th St., North, Suite 1
Clearwater, FL 33762Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Joanne Fortunato
Perri Dodaro

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in

Robert J. Healy Jr. FL Bar Member 0173990
Hebert Law Group
13560 49th St. North
Suite 1
Clearwater, FL 34622
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accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article V Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Michael Dodaro
13560 49th St. North
Clearwater, FL 33762

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 18, 2000.

The undersigned incorporator executed these Articles of Incorporation on September 19, 2000.



MICHAEL DODARO
by Robert J. Healy Jr., Esq. as attorney-in-fact

Robert J. Healy Jr. FL Bar Member 0173990
Hebert Law Group
13560 49th St. North
Suite 1
Clearwater, FL 34622
(727) 573-2622

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION

Procidia Industries, Inc.

REGISTERED AGENT/OFFICE:

Jay A. Hebert
13560 49th St. North, Suite 1
Clearwater, FL 33762

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position.


JAY A. HEBERT

by Robert J. Healy Jr., Esq. as attorney-in-fact

Date: September 19, 2000

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