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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

3PRODIGY, INC.

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ARTICLES OF INCORPORATION
OF
3PRODIGY, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: 3PRODIGY, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the initial principal office and the mailing address of the corporation shall be: 150 NE 5th Avenue, Boca Raton, FL 33432.

ARTICLE III - CAPITAL STOCK

The number of shares the corporation is authorized to issue is: 1,000 shares, \$.01 par value common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the corporation's initial registered agent and office is: Cheryl Julien Kaufman, Esq., 2301 Sunset Drive, Miami Beach, Florida 33140.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is Cheryl Julien Kaufman, Esq., 2301 Sunset Drive, Miami Beach, Florida 33140.

Prepared by:

Cheryl Julien Kaufman, Esq.
Cheryl Julien Kaufman, P.A.
2301 Sunset Drive
Miami Beach, FL 33140
(305) 538-5380
FL Bar No. 623679

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ARTICLE VI. INITIAL DIRECTORS.

The number of directors that this corporation shall have initially is one. The number of directors may be altered from time to time as may be provided in the bylaws. The sole initial director shall be Marc J. Philippon, 150 NE 5th Avenue, Boca Raton, FL 33432, who shall serve as the sole director until his successor is elected and shall qualify.

The undersigned has executed the Articles of Incorporation on the 17th day of October, 2000.


Cheryl Julien Kaufman

STATEMENT OF ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent for the above-stated corporation, I hereby accept, the appointment as Registered Agent and agree to act in such capacity. I further agree that I shall comply with the provisions of all statutes relating to the proper and complete performance of its duties, and I am familiar with and accept the obligations of the position as Registered Agent.


Cheryl Julien Kaufman

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