

**LAW OFFICES OF
POSESS & WALSER, P.A.**

7015 BERACASA WAY, SUITE 201
(CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433
(561) 392-4100

Palm Beach (561)-732-7700
Fax (561) 392-4177

REAL ESTATE DEPARTMENT
CHARLES F. POSESS
DOUGLAS R. NEU
GISELE E. ASMAR
BRENDA COX
LORRI J. KOLBERT KLEIN

TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER
LLM-Estate Planning
CARYN J. CLAYMAN

FILED
00 OCT 17 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P00000098315

October 11, 2000

Bureau of Corporate Records
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

700003427617-3
-10/17/00--01064--003
*****78.75 *****78.75

RE: Incorporation of PROPROJECT, INC.

Gentlemen:


Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$78.75 representing payment of the filing fee and certified copy.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible.

Thank you for your anticipated cooperation.

Very truly yours,

Brenda Cox
Brenda Cox 

BC/mmww
Enclosures

ARTICLES OF INCORPORATION
OF
PROPROJECT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is PROPROJECT, INC.

ARTICLE II. PURPOSE

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

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 810 Northwest 72 Avenue, Plantation, Florida 33317 and the name of the initial registered agent of this corporation at that address is ROGER COLLINS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

ROGER COLLINS
810 Northwest 72 Avenue
Plantation, FL 33317

KRISTINE COLLINS
810 Northwest 72 Avenue
Plantation, FL 33317

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

ROGER COLLINS
810 Northwest 72 Avenue
Plantation, FL 33317

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 810 Northwest 72 Avenue, Plantation, Florida. The mailing address of the corporation shall be 810 Northwest 72 Avenue, Plantation, FL 33317.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.


ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on October 12, 2000.



ROGER COLLINS

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

FILED
00 OCT 17 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with this Statute:

That PROPROJECT, INC., desiring to organize under the laws of
the State of Florida as indicated in the Articles of Incorporation,
has named ROGER COLLINS located at 810 Northwest 72 Avenue,
Plantation, Florida 33317, as its agent to accept service of
process within the State of Florida.

Having been named to accept service of process for the above-
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open this office.



ROGER COLLINS
Registered Agent