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

1. ADVANTAGE PARTNERS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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 R.A., 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

00 NOV -9 PM 3:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

00 OCT 25 AM 10:26
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 2000

LAZARUS

MIAMI, FL

SUBJECT: ADVANTAGE PARTNERS, INC.
Ref. Number: W00000025718

We have received your document for ADVANTAGE PARTNERS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 800A00055690

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00 NOV -9 PM 2:36
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION OF PROLIANCE GROUP, INC.

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

ARTICLE I - NAME

The name of this corporation is PROLIANCE GROUP, INC.
(hereinafter referred to as the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The initial address of the principal office of this Corporation is 2662 NE 9 Avenue, Wilton Manors, Florida 33334 and the initial mailing address of this Corporation shall be 2662 NE 9 Avenue, Wilton Manors, Florida 33334.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The primary purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to issue is: 1000 (one thousand) and shall have no

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CLERK OF STATE
TALLAHASSEE FLORIDA

designated par value. The Corporation hereby issues 300 shares to Jim Stanley and 200 shares to Ricardo Blanco, with 500 shares issued in total. Any further distribution of shares will be issued in the manner proscribed by the Board of Directors. Notwithstanding, anything in these Articles of Incorporation, this Corporation is authorized to issue only one class of stock and such stock shall be designated as common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is David Estrella, Esq., upon whom process in any action or proceeding against this Corporation may be served.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initial Directors on the initial Board of Directors of this Corporation.

The initial Directors on the initial Board of Directors shall remain on the initial Board of Directors until the first election of the Board of Directors to be held in the manner and at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time. The number of directors may be increased or decreased from time to time on accordance with the bylaws adopted by this Corporation as amended from time to time. Notwithstanding anything in these Articles of Incorporation, the number of Directors on the Board of Directors shall never be less than one (1). The names of the initial

Directors on the initial Board of Directors of this Corporation is:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Ricardo Blanco	Director	1255 Pennsylvania Avenue, #301 Miami Beach, FL 33139
Jim Stanley	Director	2662 NE 9 Avenue Wilton Manors, FL 33334

ARTICLE VIII - OFFICERS

This Corporation shall have three initial offices and these offices shall be filled, as follows, until the first election of Officers to be held at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time:

<u>President:</u>	Jim Stanley
<u>Vice-president:</u>	Ricardo Blanco
<u>Secretary:</u>	Ricardo Blanco

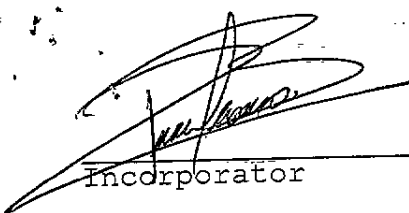
Additional offices may be created in accordance with the bylaws.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, to the full extent permitted by the law.

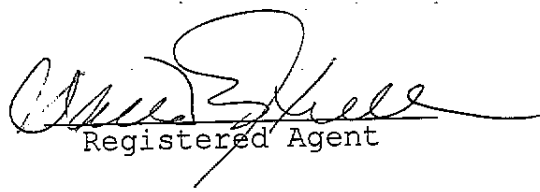
ARTICLE X - INCORPORATOR

In order to incorporate this Corporation and in order to effectuate the governance in accordance with these Articles of Incorporation, the undersigned incorporators acknowledge the above provisions with their respective signatures:


Incorporator

WRITTEN ACKNOWLEDGEMENT OF REGISTERED AGENT

I, David Estrella, Esquire, as the initial registered agent of
of this Corporation designated under Article VI of these Articles
of Incorporation hereby acknowledge my duties as such registered
agent and state that I am familiar with the laws of Florida
Business Corporation Act.


Registered Agent

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TALLAHASSEE FLORIDA