

THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

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STEVEN A. WEINBERG

*Of Counsel

December 6, 2000

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: **Prototech Services, Inc.**

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-12/14/00--01045--001

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

Ladies and/or Gentlemen:

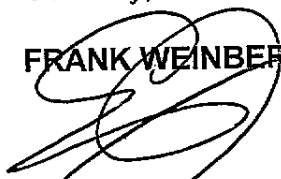
Enclosed herewith please find the original and one (1) copy of Articles of Incorporation relative to the above-referenced new business entity.

Our check in the amount of \$87.50 is enclosed to cover the filing fee on the corporation.

Should you have any questions, or require any additional information, please feel free to contact the undersigned.

Cordially,

FRANK WEINBERG & BLACK, P.A.


E. J. GENEROTTI
For the Firm

EJG:jbn

encs.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PROTOTECH SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

PROTOTECH SERVICES, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or

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other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be PROTOTECH SERVICES, INC., having its principal place of business at: 1220 Stoneway Lane, West Palm Beach, Florida, 33417-5626 and a mailing address of: 6901 West Okeechobee Boulevard, Suite D-5/PMB 335, West Palm Beach, Florida, 33411.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have two (2) directors initially; the number of

Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII

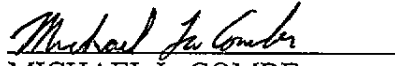
DIRECTORS: The names and addresses of the first Board of Directors of these Articles of Incorporation are as follows:

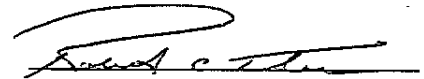
MICHAEL LaCOMBE,
Director

1220 Stoneway Lane
West Palm Beach, FL 33417-5626

ROBERT TAMKINS,
Director

4546 SW 51st Street
Fort Lauderdale, FL 33314


MICHAEL LaCOMBE
377-86-7651


ROBERT TAMKINS
266-65-5902

The names and addresses of the original officers are as follows:

MICHAEL LaCOMBE,
President and Treasurer

1220 Stoneway Lane
West Palm Beach, FL 33417-5626

ROBERT TAMKINS,
Vice President and Secretary

4546 SW 51st Street
Fort Lauderdale, FL 33314


MICHAEL LaCOMBE


ROBERT TAMKINS

ARTICLE IX

INCORPORATORS AND SUBSCRIBERS: The Incorporator and Subscriber to all of the

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capital shares of the corporation is:

ROBERT TAMKINS

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT: That MICHAEL LaCOMBE, 1220 Stoneway Lane, West Palm Beach, Florida, 33417-5626, is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for PROTOTECH SERVICES, INC., at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


MICHAEL LaCOMBE,
Registered Agent

I, THE UNDERSIGNED, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring

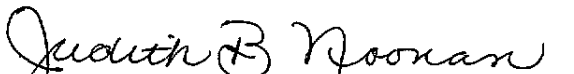
and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal
this 6 day of December, 2000.


ROBERT TAMKINS

STATE OF FLORIDA)
 :SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared ROBERT TAMKINS, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and he acknowledged to me that he did subscribe hereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 6th day of December, 2000.


Notary Public, State of Florida at Large

Print Name: Judith B Noonan

My Commission Expires:

PROTOTECH/ARTICLES OF INCORPORATION

