

OFFICE HOURS ONLY

LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. THE LEISURE PROS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ 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

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02 JAN 29 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA
02 JAN 29 AM 11:21
DEPT. OF REVENUE
TALLAHASSEE FLORIDA

FILED
RECEIVED

ARTICLES OF INCORPORATION
OF
THE LEISURE PROS, INC.

FILED
02 JAN 29 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME.

The name of the corporation shall be **THE LEISURE PROS, INC.** The principal place of business and the mailing address of this corporation shall be 5881 N.W. 151st Street, Suite 125, Miami Lakes, Florida 33014.

ARTICLE II. TERM OF EXISTENCE

This corporation shall have perpetual existence and shall be deemed to have commenced its corporate existence on the date of the filing of these Articles of Incorporation.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV. CAPITAL SHARES

The maximum number of shares of stock that this corporation is authorized to

have outstanding at any one time is 100 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors to the full extent allowed by law.

ARTICLE VII. REGISTERED AGENT

The street address of the initial registered agent of the corporation shall be Fischman, Harvey & Dutton, P.A., 3050 Biscayne Boulevard, Suite 600, Miami, Florida 33137 and the name of the initial registered agent of the corporation at that address is Bruce D. Fischman, Esquire.

ARTICLE VIII. DIRECTORS

The name and address of the first Board of Directors as well as the Incorporator who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until his successors shall have been elected and qualified, is as follows:

STEWART CHIRON

5881 N.W. 151ST Street, Suite 125
Miami Lakes, Florida 33014

ARTICLE IX. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation, and the number of shares of stock agreed to take, the total aggregate amount of which shall be the sum of \$1.00, the amount of capital with which this corporation shall begin business is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>AMOUNT</u>
STEWART CHIRON	5881 N.W. 151 ST Street Suite 125 Miami Lakes, Florida 33014	100	\$1.00

ARTICLE X. - OFFICERS

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

STEWART CHIRON, President, Secretary/Treasurer

ARTICLE XI. POWERS

The corporation shall have the following powers:

- a. To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation;
- b. To sue and be sued, complaint and defend in its corporate in all actions or proceedings;
- c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;

d. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherein situated;

e. To sell, convey, mortgage, pledge, create a security in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

f. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

g. To be promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

h. To have and exercise all powers necessary of convenience to effect its purposes.

ARTICLE XII. OPERATION

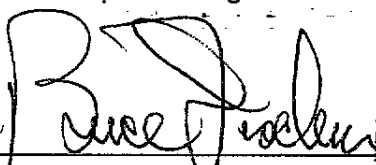
This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there

shall be elected a minimum of one director who shall hold office for one year after his/their election or until his/their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

CONSENT OF REGISTERED AGENT

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


BRUCE D. FISCHMAN, ESQUIRE
REGISTERED AGENT

FILED
02 JAN 29 3:11
SECRETARY
TALLAHASSEE
STATE
FLORIDA

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation on this 27th day of January, 2002.


STEWART CHIRON, SUBSCRIBER