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BRINKLEY
HENRYS & LEWIS, P.A.
ATTORNEYS AT LAW

TANYA J. BRINKLEY, ESQ.
PATRICIA HENRYS, ESQ.
GEORGE G. LEWIS, ESQ.

FILED
02 JAN 14 PM 4:00
CLERK OF STATE
TALLAHASSEE, FLORIDA
OFFICES AT BAY POINT, SUITE 1200
4770 BISCAYNE BOULEVARD • MIAMI, FLORIDA 33137
TEL: 305-576-1011 • FAX: 305-576-2304

January 29, 2002

Ms. Doris Brown
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700004772737--8
-01/14/02--01045--008
*****78.75 *****78.75

RE: *Progressive Righteous Organized Enterprises, Inc.*
Ref Number: W02000001612

Dear Ms. Brown:

Please find enclosed a revised article of incorporation relative to the above-referenced matter. In accordance to your instructions, I am enclosing an original and one (1) copy of the articles of incorporation along with your letter dated January 18, 2002. We are hopeful that this revision to the proposed articles of incorporation will resolve this matter and we are requesting the incorporation date be effective on the date the original was received by the Department of State.

If you have any further questions relative to the foregoing, please give me a call at (305) 576-1011.

Very truly yours,


George G. Lewis, Esq.

GGL/mm

W02-1612

DB 1/30 ✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2002

GEORGE G. LEWIS, ESQ.
4770 BISCAYNE BOULEVARD
SUITE 1200
MIAMI, FL 33137

SUBJECT: PRO, INC.
Ref. Number: W02000001612

We have received your document for PRO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 102A00002748

**ARTICLES OF INCORPORATION
OF
PROGRESSIVE RIGHTEOUS ORGANIZED ENTERPRISES, INC.**

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

FILED
02 JAN 14 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the Corporation shall be: PROGRESSIVE RIGHTEOUS ORGANIZED ENTERPRISES, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

231 12th Street
Miami Beach, Florida 33139

ARTICLE III-PURPOSE(S)

The corporation will engage in the business of promoting entertainment events, including any other activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV-SHARES

The maximum number of shares of stock that this corporation is authorized to issue and to have outstanding at any one time is ONE HUNDRED (100) shares of common capital stock.

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V-TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI-INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

George G. Lewis, Esq.
4770 Biscayne Boulevard, Suite 1200
Miami, Florida 33137

ARTICLE VII-INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

Michael Gardner
231 12th Street
Miami, Florida 33139

ARTICLE VII-DIRECTORS

This corporation shall have not less than three (3) directors, initially. The number of directors may be increased or diminished from time to time, in accordance with the Bylaws or by the stockholders, but shall never be less than three (3). The names and street addresses of the members of the first board of directors are:

LUTHER CAMPBELL	Vice-President	231 12 th Street Miami, Florida 33139
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MICHAEL GARDNER	President	231 12 th Street Miami, Florida 33139
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GEORGE DUKES	Secretary	231 12 th Street Miami, Florida 33139
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The undersigned incorporator has executed these Articles of Incorporation this 29th day of January, 2002.


By: MICHAEL GARDNER

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

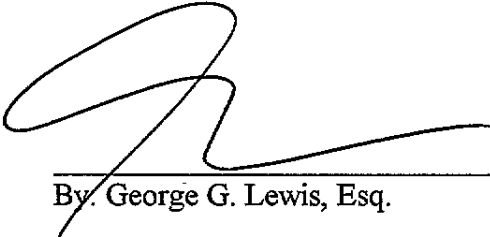
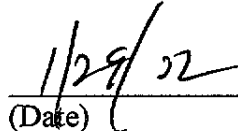
PROGRESSIVE RIGHTEOUS ORGANIZED ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

George G. Lewis, Esq.
4770 Biscayne Boulevard, Suite 1200
Miami, Florida 33137
Telephone No.: (305) 576-1011

FILED
02 JAN 14 PM 1:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: George G. Lewis, Esq.
(Date)

DIVISION OF INCORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314