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LITIGATION AND BUSINESS TRANSACTIONS

February 12, 2002

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-02/15/02--01018--005
*****78.75 *****78.75

Subject: Articles of Incorporation
PROBOOKS, INC.

Gentlemen:

Enclosed is the Article of Incorporation for the above corporation. We have also enclosed our check of \$78.75 in payment of fees for incorporation.

We have enclosed a copy of the Articles for return of the certificate and certified copy of Articles.

If there is any problem, let me know. Thank you for your gracious and expeditious assistance in this matter.

Sincerely,

Kenneth B. Crenshaw
Kenneth B. Crenshaw

KBC:sg
Enclosures

FILED
2002 FEB 15 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/20/02

ARTICLES OF INCORPORATION

OF

PROBOOKS, INC.

FILED

2002 FEB 15 AM 8:54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be:

PROBOOKS, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS

140 Mangrove Court
Royal Palm Beach, Florida 33411

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - DURATION

The Corporation is to exist perpetually, commencing at the time of filing of the Articles of Incorporation by the Secretary of State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar par value common stock, which shall be designated "Common Stock".

Prepared by:

KENNETH B. CRENSHAW, Esq., F.B.#146340
3175 S. Congress Avenue, Suite 301
Palm Springs, Florida 33461
Telephone (561) 439-6100

140 Mangrove Court.
Royal Palm Beach, FL 33411

The corporation shall have a President, Vice President, and Secretary and Treasurer; the election, powers, and duties of the officers are as provided in the Bylaws.

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others.

The name and street address of the initial registered agent is: _____

SHIRLEY FORBES

The name(s) and the street of the incorporator for these Articles of Incorporation is:

SHIRLEY FORBES

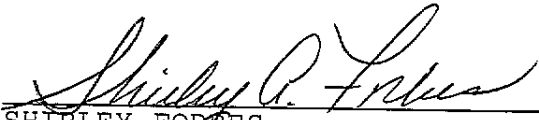
ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless first offered to the corporation and then to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a by-law of the Corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12th day of February, 2002.


SHIRLEY FORBES

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
2002 FEB 15 AM 8:54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISION 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.

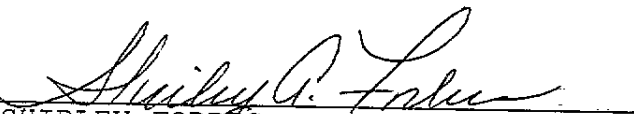
1. The name of the Corporation is:

PROBOOKS, INC.

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

140 Mangrove Court
Royal Palm Beach, Florida 33411

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.


SHIRLEY FORBES

2/12/02
DATE