

P02000074684

Joseph L. Maher III  
Certified Public Accountant  
2880 NW 2<sup>ND</sup>. Ave. Bldg. 4  
Boca Raton, FL 33431  
PHONE: (561) 750-5099  
FAX: (561) 750-5419

July 5, 2002

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-07/08/02--01037--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

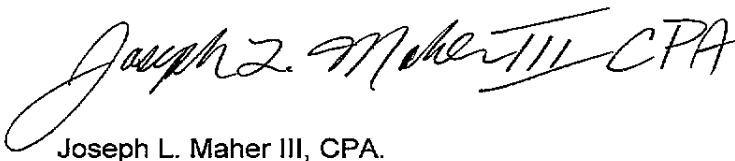
Re: Pro Shop Solutions, Inc.

Dear Sir:

I have enclosed for processing the Articles of incorporation of Pro Shop Solutions, Inc. and a check for seventy-eight (\$78.75) to cover the filing fees.

Also enclosed is the certificate of Registered agent. If everything is in order, please send approvals, certified copy, and copy of the law on corporations to me at address shown above.

Sincerely,

  
Joseph L. Maher III, CPA.

FILED  
02 JUL -8 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m 7/10

**ARTICLES OF INCORPORATION**

I, the undersigned, a natural person competent to contract, do hereby make, subscribe, and file these articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is:

PRO SHOP SOLUTIONS, INC

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation shall be:

11287 49<sup>TH</sup> ST.  
WEST PALM BEACH, FL 33411

**ARTICLE III - PURPOSE**

This corporation may engage in any activity of business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

This Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

JOHN M. RUSINKO  
11287 49<sup>TH</sup> ST.  
WEST PALM BEACH, FL 33411

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by the By-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) director at any time.

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02 JUL -8 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII - INITIAL DIRECTORS**

The name and address of the initial Director is:

JOHN M. RUSINKO  
11287 49<sup>TH</sup> ST.  
WEST PALM BEACH, FL 33411

**ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

JOSEPH L. MAHER III, CPA  
2880 NW 2<sup>ND</sup> AVE. #4  
BOCA RATON, FL 33431

**ARTICLE IX - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

**ARTICLE X - IDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

  
\_\_\_\_\_  
Joseph L. Maher III  
Subscriber

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a Notary Public, authorized to take acknowledgements in the State and County se forth above, personally appeared JOSEPH L. MAHER III known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 5th day of July, 2002

  
\_\_\_\_\_  
NOTARY PUBLIC



Adriana Guardia  
Commission # CC 928917  
Expires April 17, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

\* \* \* \* \*

The following is submitted in compliance with Chapter 49.091, Florida Statutes:

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 11287 49<sup>th</sup> St. in the city of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept Service of Process within the State of Florida.

Dated: July 5, 2002

OFFICER:

  
John M. Rusinko  
President

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

FILING FEE: \$ 78.75

FILED  
02 JUL -8 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA