

TIMOTHY B. PERENICH, P.A.

A PROFESSIONAL ASSOCIATION

3204 ALTERNATE 19
PALM HARBOR, FLORIDA 34683

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PO2000082511

July 25, 2002

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*****70.00 *****70.00

Via First Class Mail

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation:

PRO-STAN, INC.

FILED
02 JUL 29 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

I have enclosed with this letter Articles of Incorporation for filing in connection with the above captioned corporation. I have also enclosed a check payable to the Secretary of State in the amount of \$70.00 representing the filing fee.

Please have the enclosed copy date and time stamped and return it in the self addressed postage prepaid envelop.

If you have any questions, please contact me.

Sincerely,

TIMOTHY B. PERENICH, P.A.

Timothy B. Perenich, Esquire

TBP/cwp
enclosures

138
7/30

ARTICLES OF INCORPORATION
OF
PRO-STAN, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**"), as follows:

ARTICLE I
Name

The name of the Corporation is:

PRO-STAN, INC.

ARTICLE II
Term of Existence

Corporate existence will commence upon the date of filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

ARTICLE III
Principal Office

The principal office of the Corporation is 3300 Haviland Court, Apartment 102, Palm Harbor, Florida 34684.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 3204 Alternate 19, Palm Harbor, FL 34683, and the name of its initial registered agent at such address is Timothy B. Perenich.

ARTICLE VI
Directors

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than five (5) directors. The name and address of the initial director of the Corporation, who will serve until his or her successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Stanley A. Olans	3300 Haviland Court, Apartment 102 Palm Harbor, Florida 34684

ARTICLE VII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Timothy B. Perenich	3204 Alternate 19 Palm Harbor, FL 34683

ARTICLE VIII
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her

preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her other preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE IX

Affiliated Transactions

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act. Therefore, the terms of Section 607.0901 will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE XI

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE XII

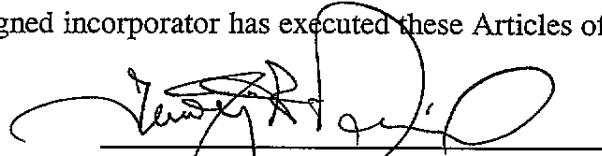
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 25, 2002.

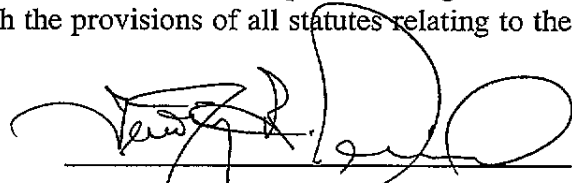


Timothy B. Perenich,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: July 25, 2002



Timothy B. Perenich

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TALLAHASSEE, FLORIDA