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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 SEP 16 PM 2:16

SUBJECT: Pro Point Management Services, Inc.

ENCLOSED ARE AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION AND
A CHECK FOR \$70.00 FOR FILING FEE AND REGISTERED AGENT.

FROM:

Howard J. Meltzer
720 Blue Seas Ct.
Ponte Vedra Beach, FL 32082

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

R. CHANDLER

SEP 17

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**ARTICLES OF INCORPORATION
OF
PRO POINT MANAGEMENT SERVICES, INC.**

The undersigned, for the purpose of forming a Corporation under Florida statutes adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this Corporation is Pro Point Management Services, Inc. with its principal place of business at 115 Sandy Point Place, Suite 2507 Ponte Vedra Beach, FL 32082

ARTICLE II

DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on September 10, 2002.

ARTICLE III

NATURE OF BUSINESS

The purpose for which this Corporation is organized is to render sales training and marketing consulting.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00.

ARTICLE V

OFFICERS

The officers of the Corporation shall be:

President: Howard J. Meltzer

Whose address shall be 720 Blue Seas Court, Ponte Vedra Beach, FL 32082.

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ARTICLE VI

DIRECTORS

The name and street address of the Board of Directors of this Corporation are:

Howard J. Meltzer, Chairman
115 Sandy Point Place, Suite 2507 Ponte Vedra Beach, FL 32082

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director may also serve this Corporation in any other capacity and receive compensation therefore in any form.

ARTICLE VII

REGISTERED OFFICE, AGENT, & ACCEPTANCE

The street address of the registered office of this Corporation is 115 Sandy Point Place, Suite 2507 Ponte Vedra Beach, FL 32082 and the name of the registered agent is Howard J. Meltzer.

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

Howard J. Meltzer
Registered Agent

9/10/02
Date

ARTICLE VIII

INCORPORATOR

The address of the Incorporator is 2570 Atlantic Blvd., Suite 1, Jacksonville, Florida 32207 and the name of the Incorporator is Robert Stinson of Carter, Merolle & Co., P.A.

Robert Stinson
Incorporator

9/10/02
Date

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