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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850)224-8870
Fax Number : (850)224-7047

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 21 AM 8:16

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FLORIDA PROFIT CORPORATION OR P.A.

ProElectronics.Net, Inc.

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Capital Connection, Inc.

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ARTICLES OF INCORPORATION
OF

ProElectronics.Net, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation is **ProElectronics.Net, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **368 Angelo Lane, Cocoa Beach, FL 32931.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Jason M. Gordon, Esq., 103 N. Atlantic Avenue, Cocoa Beach, FL 32931.

ARTICLE V: INCORPORATOR

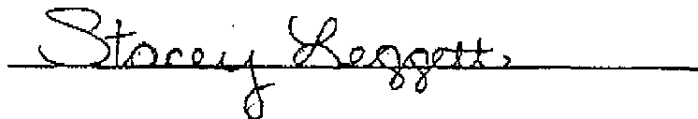
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is W.E. Dolin, 368 Angelo Lane, Cocoa Beach, FL 32931.

The undersigned has executed these Articles of Incorporation this 21st day of February 2003.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"

A handwritten signature in cursive script, reading "Stacey Leggett", is written over a horizontal line.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: _____
ProElectronics.Net, Inc.

2. The name and street address of the registered agent and office is: _____
Jason M. Gordon, Esq.
103 N. Atlantic Ave.
Cocoa Beach, FL 32931

HAVE 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.

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