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(Requestor's Name)

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(City/State/Zip/Phone #)

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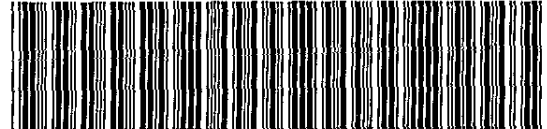
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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LAW OFFICES
HARBSMEIER, DeZAYAS & APPEL, LLP

THE INTERNATIONAL BUILDING
2455 EAST SUNRISE BOULEVARD, SUITE 511
FT. LAUDERDALE, FLORIDA 33304

TELEPHONE: (954) 564-8165
FACSIMILE: (954) 564-8194
WEBSITE: WWW.HDALAW.COM

March 11, 2003

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

**Re: New Corporation Filing
PROGRESS ART, INC.**

Dear Sir or Madam:

Enclosed please find the following items for incorporating **Progress Art, Inc.:**

1. Articles of Incorporation of **Progress Art, Inc.;**
2. Consent to Serve as Registered Agent for **Progress Art, Inc.;**
3. Check #1063 for Seventy Dollars (\$70.00) representing fees for:
 - a. Filing Fees - \$35.00
 - b. Registered Agent Designation \$35.00

Thank you for your attention to this matter. Please also send to us a stamped, filed copy of the Articles in the enclosed envelope. If you have any questions, please call me at (954) 564-8165

Very truly yours,


TIMOTHY M. HARTLEY

TMH/sb
Enclosures

ADDITIONAL OFFICES:

5116 SOUTH LAKELAND DRIVE • POST OFFICE BOX 6455 (33807) • LAKELAND, FLORIDA 33813 • PHONE (863) 619-7330 • FAX (863) 619-7303
2886 MAHAN DRIVE • SUITE 7 • TALLAHASSEE, FLORIDA 32308 • PHONE (850) 205-6340 • FACSIMILE (850) 205-6342

**ARTICLES OF INCORPORATION OF
PROGRESS ART, INC.**

[ONE CLASS OF STOCK]

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

The name of the corporation shall be **PROGRESS ART, INC.**

ARTICLE I

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE I

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one thousand (1,000) shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

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TALLAHASSEE, FLORIDA

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (" 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address are as follows:

Victor Arevalo
8022 NW 100 Terrace
Tamarac, Florida 33321

ARTICLE X

The initial registered agent of the corporation is **TIMOTHY M. HARTLEY, ESQ.** The street address of the corporation's initial registered office is: 2455 East Sunrise Boulevard, Suite 511, Fort Lauderdale, FL 33304

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

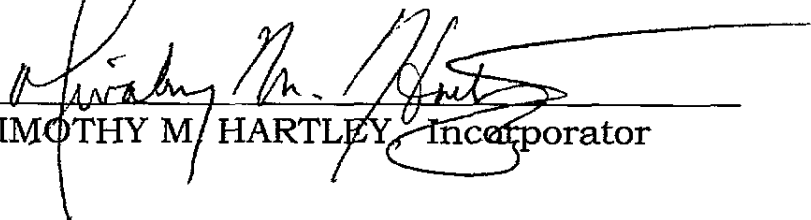
Victor Arevalo
2135 University Drive
Coral Springs, Florida 33071

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is:

Timothy M. Hartley
2455 East Sunrise Boulevard, Suite 511
Fort Lauderdale, FL 33304

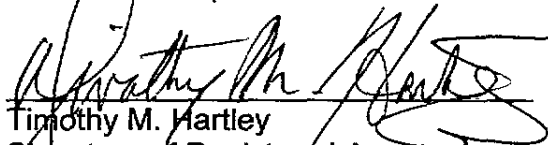
The undersigned incorporator has executed these Articles of Incorporation this
11th day of March, 2003.


TIMOTHY M. HARTLEY, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
PROGRESS ART, INC.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: March 7, 2003


Timothy M. Hartley
Signature of Registered Agent

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