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(Address)

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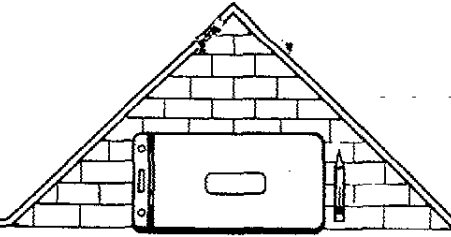
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2003 AUG 29 PM 3:31

CLERK OF STATE
TALLAHASSEE, FLORIDA

09-0403



Professional Financial Accounting, Inc.

1215 S.E. 2nd Avenue
Suite 202
P.O. Box 21723
Ft. Lauderdale, FL 33335
(954) 763-2960

August 27, 2003.

Department of State.
Division of Corporations.
P.O. Box 6327,
Tallahassee, Fl 32314

RE: 2nd Round Inc.

Please find enclosed Articles of Incorporation for the
above client of ours.

Would you please forward Articles of Incorporation to the
above P.O. Box 21723, Ft. Lauderdale, Fl 33335.

We then in turn will apply for the FEI Number and Sub-
Chapter S, and any forms needed to begin business.

Thank you.

Sheila A. Modas.

ARTICLES OF INCORPORATION

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the Corporation shall be 2nd ROUND INC

ARTICLE II

Nature of Business

The Corporation may engage in any activity permitted under the laws of the United States, or this State.

ARTICLE III

Capital Stock

The Capital Stock of this Corporation shall consist of shares of ^{/1000} common stock of \$1.00 par value, fully paid and nonassessable. The whole, or any, part of the Capital Stock of this Corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE IV

Amount of Capital Necessary to Begin Business

The amount of Capital with which this Corporation shall begin business shall not be less than \$500.00.

ARTICLE V

Perpetual Existence

This Corporation shall have perpetual existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI

Principal Place of Business

The initial street address in this State of the Principal office of the Corporation shall be 201 W Sunrise Blvd. # 2 Ft. Lauderdale Fl 33311 or at such other place within the State of Florida as the Board of Directors shall by appropriate hereafter from time to time determine.

ARTICLE VII

Number of Directors

The Corporation shall have no less than one nor more than five Directors.

ARTICLE VIII

Name and Address of Directors

The name and address of the first Director who, subject to the provisions of this Charter, the by-laws of the State of Florida, shall hold office for the first year of the Corporate existence, or until his successors are elected and have qualified is:

NAME

ADDRESS

Kevin Kirby, President

15841 Pines Blvd # 220
Pembroke Pines, Fl 33027

Number of Officers

The Corporation shall have no less than one nor more than five Officers.

Name and Address of Officers

The name and address of the first-office, who subject to the provisions of this Charter, the by-laws of the State of Florida, shall hold office for the first year of the Corporate existence, or until his successors are elected and have qualified is:

NAME

ADDRESS

Kevin Kirby, President

15841 Pines Blvd. # 220
Pembroke Pines, Fl 33027

Kelly Anne Brandenburg, V-Pres

15841 Pines Blvd. # 208
Pembroke Pines, Fl 33027

ARTICLE IX

Name and Address of Subscribers

<u>NAME</u>	<u>ADDRESS</u>
Kevin Kirby, President	15841 Pines Blvd. # 220 Pembroke Pines, Fl 33027

ARTICLE X

Powers of Board of Directors

To make, adopt, alter, amend and repeal the by-laws. To set apart out of any of the funds of the Corporation available for dividends a reserve, or reserves, for any proper purpose and to alter, or abolish, any such reserves, to authorize and cause to be executed mortgages and liens upon the property and franchises of this Corporation.

To designate by resolution passed by a majority of the whole board one or more committees, each to consist of one or more Directors, which committees, to the extent provided in such resolutions or in the by-laws of the Corporation and have power to authorize the seal of the Corporation to be affixed to all papers which require it.

From time to time determine whether and to what extent, at what times and places, and under what conditions and regulations the books and accounts of this Corporation, or any of them, other than the stock ledger shall be open to the inspection of the stockholders shall have any right to inspect any account, book, or documents of the Corporation, except as conferred by law or authorized by the resolution of the Directors or of the stockholders.

To sell, lease, or exchange all of its property or assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration which may be in whole or in part shares of stock in, and/or securities of, any other Corporation, when an as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for what purpose, or when authorized by written consent of the holders of a majority of the voting stock issued and outstanding.

This Corporation may, in its by-laws, convey powers additional to the foregoing upon the Directors in addition to the powers and authorities expressly conferred upon them by law.

If the by-laws so provide, the Stockholders and Directors shall have the power to hold their meetings, to have an office or offices and to keep the books of this Corporation (subject to the provisions of the Statute) outside of the State of Florida as such places as may from time to time be designated by the by-laws or resolution of the Directors.

ARTICLE XI

Special Provisions

The following special provisions shall govern this Corporation:

(A) The time and place of the annual stockholders' meeting shall be fixed and provided for in the by-laws, and notices of the same shall be given in one of the methods provided by law.

Any stockholder may waive notice of the time, place, and purpose of any meeting either before, at, or after such meeting.

(B) There shall be a president of the Corporation, who shall also be a Director, one or more Vice Presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may by resolution determine to be necessary. They shall be chosen by the Board of Directors, and shall hold office, subject to the laws of the State of Florida, until their successors are elected and shall qualify.

The number of Vice Presidents shall be fixed from time to time by the Board of Directors, which subject to the by-laws, shall prescribe the duties of each Vice President. This company may also have such other officers, agent, and factors deemed necessary and provided for by resolution of the Board of Directors and/or in the by-laws. All Officers, agents, and factors shall be chosen in such manner, hold their office for such time, and shall have such powers and perform such duties as may be prescribed by the by-laws or determined by the Directors. Any person may hold two or more offices, except that the President may not also be Secretary, Assistant Secretary, or Vice President of the Corporation. None of the officers of the Corporation, except the President, need also be a member of the Board of Directors. The Board of Directors may at any time declare an office vacant or remove any office and elect a successor thereto, and the stockholders may at any special meeting of the stockholders called for that purpose remove any director with or without cause.

(C) The Directors may describe a method, or methods, for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates therefore.

(D) No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to hold in an office or being a Director of this Corporation.

(E) The original incorporators of the incorporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock, as set forth in Article IX hereof, to any other person, firms, or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon accepting of such assignment shall stand in lieu of the original incorporators and assume, and carry out, all the rights, liabilities, and duties entailed by the said subscriptions, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

(F) No contract, or other transaction, between the Corporation and any other Corporation, in the absence of fraud shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a Director or Officer or are Directors or Officers of such Corporations and any Director, or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the corporation is interested, and no contract, act, or transaction of the Corporation with any person or persons, firm, or Corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director, or Directors, of the

Corporation is a party, or parties, to or interested in such contract act, or transaction or in any way connected with such person, or person, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may otherwise be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation that he is a Director of such subsidiary or controlled company.

(G) The Officers of the Corporation who shall conduct the business of the Corporation during the first year of existence or until its successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Kevin Kirby, President	15841 Pines Blvd # 220 Pembroke Pines, Fl 33027
Kelly Anne Brandenburg, V-Pres	15841 Pines Blvd. # 208 Pembroke Pines, Fl 33027

ARTICLE XII

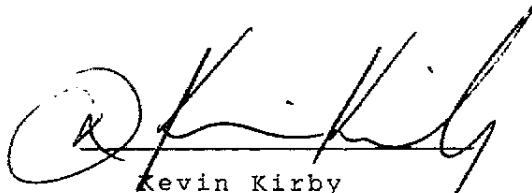
Right to Amend

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner nor hereafter prescribed by the law, and all rights conferred on officers. Directors and Stockholders herein are granted subject to this reservation.

ARTICLE XIII

Resident Agent

Kevin Kirby with the address of 15841 Pines Blvd # 220
shall be Registered Agent for the Corporation. Pembroke Pines
has so consented to the appointment said below. Fl 33027



Kevin Kirby

ARTICLE XIV

Commencement of Existence

This Corporation shall commence its corporate existence upon the day of

September 1, 2003

IN WITNESS WHEREOF, the undersigned have made and subscribe these
Articles this 26th day of August 2003

WITNESS:

Daniel A. Modas
Daniel A Modas

Kevin Kirby
Kevin Kirby

This Corporation may in its by-laws set up a stock redemption plan, on the
Stockholders and to be funded by Life Insurance. Both the stockholders and the
directors shall have power to add or subtract to the stock redemption plan.

We, the undersigned, being such of the original subscribers to these Articles of
Incorporation herein before named for the purpose of forming a Corporation to do
business with and without the State of Florida do make and file these Articles of
Incorporation, hereby declaring that facts herein stated are true and accordingly
have hereunto set our hands and seal on this 26th day of August 2003

STATE OF FLORIDA)

ss

COUNTY OF BROWARD)

I HEREBY CERTIFY that on the 26th day of August 2003
personally appeared before me Kevin Kirby (Presented Florida) to me personally known and he acknowledged before me that he executed the
foregoing Article of Incorporation for the uses and purposes expressed.

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207.0
Exp. 06-07-16

Sheila A. Modas
Notary Public
State of Florida

OFFICIAL NOTARY SEAL
SHEILA A MODAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD020289
MY COMMISSION EXP. MAY 18, 2005