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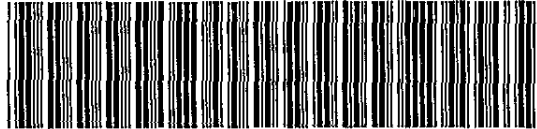
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Law Offices of
**MOYLE
FLANIGAN
KATZ
RAYMOND
& SHEEHAN
P.A.**

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**OF COUNSEL:
DANIEL K. CORBETT
THOMAS A. HICKEY
WILLIAM J. PAYNE**

October 16, 2003

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

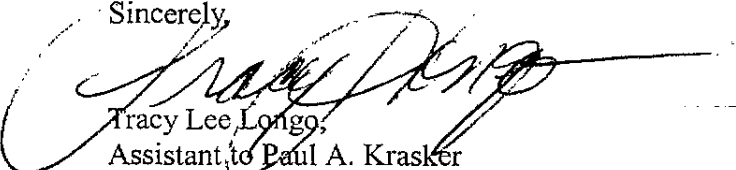
Re: Incorporation

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Pro-Loc Capital Funding, Inc. along with a check in the amount of \$70.00 to cover your costs associated with filing the same. Please file the enclosed and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,



Tracy Lee Longo,
Assistant to Paul A. Krasker

/tll
Enclosures

ARTICLES OF INCORPORATION
OF
PRO-LOC CAPITAL FUNDING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I
Name of Corporation

The name of this Corporation shall be PRO-LOC CAPITAL FUNDING, INC. (the "Corporation").

ARTICLE II
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 477 S. Rosemary Avenue, Ste. 209, West Palm Beach, FL 33401.

ARTICLE III
Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.

- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

| | |
|-----------------|---|
| Anthony P. Solo | 477 S. Rosemary Avenue, Ste. 209 West Palm Beach, FL 33401 |
| Deborah Butan | 477 S. Rosemary Avenue, Ste. 209 West Palm Beach, FL 33401 |

ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

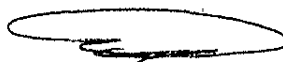
ARTICLE X
Indemnification

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

ARTICLE XI
Incorporator

The name and address of the person signing these Articles is as follows: Anthony P. Solo, 477 S. Rosemary Avenue, Ste. 209, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 16 day of October, 2003.



ANTHONY P. SOLO

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16th day of October, 2003, by
ANTHONY P. SOLO, as Incorporator of PRO-LOC CAPITAL FUNDING, INC., on behalf of the
Corporation, and he is personally known to me or has produced _____
as identification and did take an oath.



(NOTARY STAMP)



Notary Name: _____
Notary Public
Serial (Commission) Number
(if any) _____

I hereby accept appointment as Registered Agent of PRO-LOC CAPITAL FUNDING, INC. as
provided in Article VII, hereof.



Paul A. Krasker, Esq.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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