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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From: Account Name : FILINGS, INC.
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Phone : (850)385-6735
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FLORIDA PROFIT CORPORATION OR P.A.

PRO BROTHERS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PRO BROTHERS, INC.

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the Corporation shall be Pro Brothers, Inc. (hereinafter, "Corporation").

ARTICLE 2 - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 900 E. Atlantic Blvd., #12-210, Pompano Beach, FL 33060.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Joseph Visone III
900 E. Atlantic Blvd., #12-210
Pompano Beach, FL 33060

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ARTICLE 5 - CAPITALIZATION

The maximum number of shares that the corporation is authorized at any time to have outstanding is One Thousand (1,000) shares of common stock, each having a par value of \$0.001.

ARTICLE 6 - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7 - OFFICERS

The officer(s) of this corporation shall be:

| | |
|-----------------|-------------------|
| President: | Joseph Visone III |
| Vice-President: | Joseph Visone III |
| Secretary: | Joseph Visone III |
| Treasurer: | Joseph Visone III |

whose address(es) shall be the same as the principal office of this Corporation.

ARTICLE 8 - DIRECTORS

The Director(s) of this Corporation shall be:

Joseph Visone III

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation is 900 E. Atlantic Blvd., #12-210, Pompano Beach, FL 33060. The registered agent of this Corporation is Joseph Visone III.

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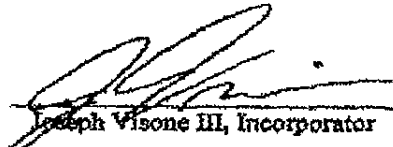
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ARTICLE 10 - EFFECTIVE DATE

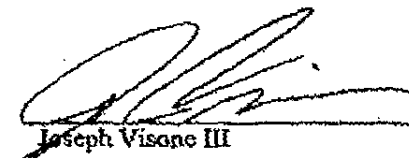
These Articles of Incorporation are to be effective upon approval by the Secretary of State of the State of Florida.

IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, acknowledged and filed these foregoing Articles of Incorporation under the laws of the State of Florida, this February 6, 2004.


Joseph Visone III, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, Joseph Visone III, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Joseph Visone III

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