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2005 JAN 31 P 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2005 JAN 31 AM 10:04

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2 JAN 31 2005 FEB 1 2005

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

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CORAL GABLES, FL 33134 (305) 444-4994

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Proforce Equipment, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Please file
Corporation
first & then
Fictitious Name
change

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

PROFORCE EQUIPMENT, INC.

FILED

2005 JAN 31 P 1:00

The undersigned incorporate, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of incorporation. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of the corporation shall be:

PROFORCE EQUIPMENT, INC.

The principal place of business of this corporation shall be:
8481 S.W. 102nd Street, Miami, Florida 33156

ARTICLE II-TERM OF EXISTENCE

The term of existence of the corporation is perpetual unless sooner dissolved according to law.

ARTICLE III-PURPOSE

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

ARTICLE IV-CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,500 at \$1.00 par value each share.

ARTICLE V-VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

ARTICLE VI-PREEMPTIVE RIGHTS

Every Shareholders, 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 rate share (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial principal office of this Corporation at 8481 S.W. 102 Street Miami, Florida 33156 and the name of the initial registered agent of this corporation at that address shall be Richard C Lewis

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have at all times have at least one and not more than five Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

The name and addresses of the Members of the first Board of Directors of the corporation shall be:

Richard C Lewis	8481 S.W. 102nd Street	President
	Miami, Florida 33156	Treasurer
Pomy G Lewis	8481 S.W. 102nd Street	Vice-President
	Miami, Florida 33156	Secretary

ARTICLE IX-BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE X-CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI-CALLING OF SPECIAL MEETING

Special meeting of shareholders may be called by stockholders holding not less than 10% of the capital stock.

ARTICLE XII-SHAREHOLDER'S QUORUM AND VOTING

One hundred (100%) per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of One hundred (100%) per cent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII-INDEMNIFICATION

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

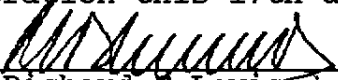
ARTICLE-XIV-AMENDMENT

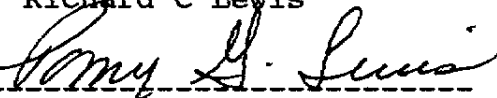
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV-1244 Stock

The capital stock of the corporation shall be issued in accordance with the provisions of Section 1244, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th days of January 2005.

✓ 
Richard C Lewis


✓ 
Pomy G Lewis

Prepared by: Osvaldo Navarro
782 NW Le Jeune Rd
#629
Miami, Fl 33126

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned 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. That PROFORCE EQUIPMENT, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 8481 S.W. 102nd Street, Miami Florida, has named Richard G Lewis as its agent to accept services of process within Florida.

✓ 

SUBSCRIBER
Dated: 1/14/05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

✓ 

RESIDENT AGENT
Dated: 1/24/05

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2005 JAN 31 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA