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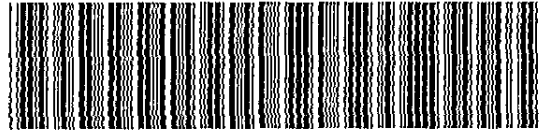
(Business Entity Name)

(Document Number)

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2005 NOV 21 P 4 14
TALLAHASSEE, FLORIDA

D. WHITE NOV 22 2005

THE CRENSHAW LAW FIRM

Professional Association

Attorneys at Law

Kenneth B. Crenshaw, P.A.
Taxation and Real Estate
Phillip T. Crenshaw, P.A.
Litigation and Business Transactions

1555 Palm Beach Lakes Blvd, Suite 920
West Palm Beach, Florida 33401
Telephone (561) 439-6100
Facsimile (561) 439-6102

November 16, 2005

Secretary of State
Corporate Records Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: ITPRO, Inc.

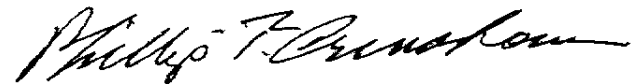
Dear Sir or Madam:

Enclosed are the Articles of Incorporation and designation of registered agent for filing among the corporate records, along with our check in the amount of \$70.00, filing fee.

Also enclosed is a copy, for your use to forward a stamped copy to us. Please use the enclosed return addressed, postage paid envelope.

Thank you for your kind assistance.

Sincerely yours,



Phillip T. Crenshaw

Enclosures

cc: Mr. Michael R. Pepin

PTC:amk

ARTICLES OF INCORPORATION
OF
ITPro, Inc.

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The undersigned organizes this corporation pursuant to Chapter 607 Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be:

ITPro, Inc.

ARTICLE II - PRINCIPAL ADDRESS

The address of the principal office of this corporation shall be 5354 White Oleander, West Palm Beach, Florida 33415.

ARTICLE III - NATURE OF BUSINESS

The corporation may engage or transact all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of \$1.00 par value common share.

ARTICLE V - ADDRESS

The mailing address and street address of the principal office of the corporation is:

5354 White Oleander
West Palm Beach, Florida 33415

ARTICLE VI - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII - DIRECTORS

Michael R. Pepin 5354 White Oleander
West Palm Beach, FL 33415

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are the same as the directors.

ARTICLE IX - PREEMPTIVE RIGHTS

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others.

ARTICLE X - RESTRICTIONS ON OWNERSHIP AND TRANSFER OF STOCK

Shares may only be held by Florida licensed real estate brokers and may not be resold or otherwise transferred to a non-licensed professional person, and may only be transferred if first offered to the corporation and then to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a bylaw of the corporation.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any bylaws, agreements or otherwise.

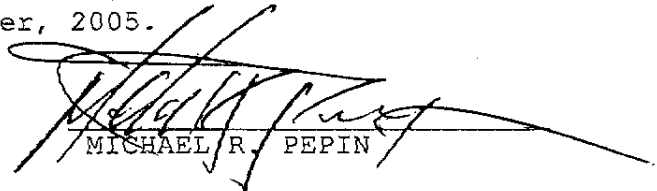
ARTICLE XII - LIMITATION OF DIRECTOR'S LIABILITY

A director of this corporation shall not be personally liable to the corporation or its stockholders for money damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida General Corporation law. If the Florida General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by applicable Florida or General Law, and as amended from time to time without further action by the stockholders.

Any repeal or modification of this Article shall not increase the personal liability of any director of this corporation for any act or occurrence taking place prior to such repeal or modification. The

provision of this Article shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this Article.

IN WITNESS WHEREOF, MICHAEL R. PEPIN has hereunto set her hand and seal on this 10th of November, 2005.


MICHAEL R. PEPIN

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501, 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

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1. The name of the Corporation is:

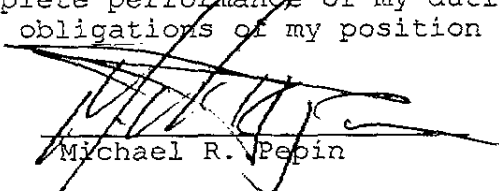
ITPro, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The name and address of the Registered Agent and Registered Office is:

Michael R. Pepin
5354 White Oleander
West Palm Beach, Florida 33415

Having been named as Registered Agent, and to accept service of process for the above stated Corporation at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michael R. Pepin

NOV 16, 2005
DATE