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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: iPro One Group, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Greg Noll

Name (Printed or typed)

2610 Sandy Cay

Address

West Palm Beach, FL 33411

City, State & Zip

(561) 422-9168

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF**

iPRO ONE GROUP, INC.

A Florida Corporation
(In Compliance with Chapter 607 and/or 621, F.S., Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Florida profit corporation in compliance with Chapter 607 and/or 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE ONE: NAME

The name of the Company shall be *iPro One Group, Inc.*

ARTICLE TWO: REGISTERED AGENT AND PRINCIPAL OFFICE

The name of the initial registered agent and the initial address of the principal office where process may be served in the State of Florida is *Greg Noll, 2610 Sandy Cay, West Palm Beach, FL 33411*. The corporation may also maintain offices for the transaction of any business at such other places, within or without the State of Florida, as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders held, outside the State of Florida with the same effect as if transacted or held in the State of Florida.

ARTICLE THREE: SHARES OF STOCK

Section 3.01 Number and Class. The amount of the total authorized capital stock of this corporation is One Hundred Thousand (100,000) shares with a par value of zero ("0") designated as Common Stock. The Common Stock may be issued from time to time without action by the stockholders. The Common Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors.

The Board of Directors may issue shares of Common Stock in one or more series, with voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by them.

Section 3.02 No preemptive Rights. Holders of the Common Stock of the corporation shall not have any preference, preemptive right, or right of subscription to acquire any shares of the corporation authorized, issued or sold, or to be authorized, issued or sold, or to any obligations or shares authorized or issued or to be authorized or issued, and convertible into shares of the corporation, nor to any right of subscription thereto, other than to the extent, if any, the Board of Directors in its discretion, may determine from time to time.

Section 3.03 Assessment of Shares. The Common Stock of the corporation, after the amount of the subscription price has been paid, in money, property or services, as the Directors of the corporation shall determine, shall not be subject to assessment to pay the debts of the corporation, nor for any other purpose, and no stock issued as fully paid shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

ARTICLE FOUR: DIRECTORS

Section 4.01 Governing Board. The members of the corporation's Board of Directors shall be styled directors.

Section 4.02 Initial Board of Directors. The Board of Directors shall consist of at least one (1) but no more than seven (7) members. The name and address of the initial member of the Board of Directors is as follows: Greg Noll, 2610 Sandy Cay, West Palm Beach, FL 33411. He shall serve as director of the corporation until the first annual meeting of the stockholders or until his successor or successors have been elected and qualified.

Section 4.03 Change in the Number of Directors. The number of directors may be increased or decreased by duly adopted amendment to the Bylaws of the corporation.

ARTICLE FIVE: PURPOSE

The corporation is organized for the purpose of engaging in any lawful activity, within or without the State of Florida.

ARTICLE SIX: INCORPORATOR

The name and address of the sole incorporator is Greg Noll, 2610 Sandy Cay, West Palm Beach, FL 33411.

ARTICLE SEVEN: PERIOD OF DURATION

This corporation is to have a perpetual existence.

ARTICLE EIGHT: DIRECTORS AND OFFICER'S LIABILITY

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this Article shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the unlawful payment of dividends. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts and omissions prior to such repeal or modification.

ARTICLE NINE: INDEMNIFICATION

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Florida against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement)

reasonably incurred or suffered by him or her in connection therewith. This right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation. This right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, Agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the Board of Directors may adopt Bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Florida, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of his or her heirs, executors and administrators.

ARTICLE TEN: AMENDMENTS

Subject at all times to the express provisions of Section 3.03 hereof, which cannot be amended, this corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or its Bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said Bylaws, and all rights conferred upon the stockholders are granted subject to this reservation.

ARTICLE ELEVEN: POWERS OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) Subject to the Bylaws, if any, adopted by the stockholders, to make, alter or repeal the Bylaws of the corporation;
- (2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the corporation;
- (3) To authorize the guaranty by the corporation of securities, evidences of indebtedness and obligations of other persons, corporations and business entities; and
- (4) 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 abolish any such reserve.

All corporate powers shall be exercised by the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on the 30th day of October, 2006 and hereby declare and certify that the facts stated herein above are true.

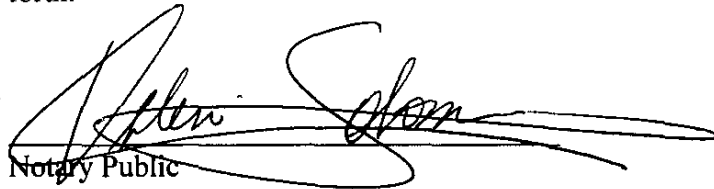
A handwritten signature in dark ink, appearing to read "Greg Noll", is written over a horizontal line.

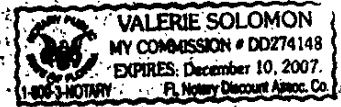
GREG NOLL
Sole Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

On this 30th day of October, 2006, Greg Noll personally appeared before me, a Notary Public, and acknowledged to me that he executed the foregoing instrument for the purposes therein set forth.


Notary Public



My commission expires: 12-10-07

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

IN THE MATTER OF: iPro One Group, Inc.

Greg Noll, with address at 2610 Sandy Cay, West Palm Beach, FL 33411, hereby accepts the appointment as Registered Agent of the above-entitled corporation in accordance with the Florida Statutes.

Furthermore, the mailing address for the above-registered office is as set forth.

IN WITNESS WHEREOF, I hereunto set my hand this 30th day of October, 2006.

By: 
GREG NOLL, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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