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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EZ ACCOUNTING & TAX SERVICE, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 MAY - 1 AM 11:30

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FLORIDA PROFIT/NON PROFIT CORPORATION

PRO DEX INC.

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**ARTICLES OF INCORPORATION
OF
PRO DEX INC.**

A FLORIDA CORPORATION

**THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND
FILES THE FOLLOWING ARTICLES OF INCORPORATION:**

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

PRO DLX INC.

ARTICLE II

**THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS
CORPORATION SHALL BE: 4737 N. OCEAN DRIVE #142, FORT LAUDERDALE, FL 33308.**

ARTICLE III

**THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING
WITH THE DATE OF FILING OF THESE ARTICLES..**

ARTICLE IV

**THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS COR-
PORATION SHALL BE:**

**(1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES, OCCUPATIONS
AND PROFESSIONS.**

**(2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE
BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS AND EX-
ECUTE SUCH MORTGAGE TRANSFERS TO CORPORATE PROPERTY OR OTHER INSTRU-
MENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS MAY BE
REQUIRED.**

**(3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND
ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.**

(4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND

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AGREEMENTS OF EVERY KIND AND FOR EVERY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.

(5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

(6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OF THE BUSINESS OR ACTS ABOVE NAMED.

(7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY FLORIDA STATUTES 1975, SECTION 607.011.

ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS: 1,000,000 SHARES AT ONE DOLLAR (\$1.00) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

ARTICLE VI

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 ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTORS ARE:

ROBERT ISAACS, TROY CLOUSE AND ROBERT ISAACS JR
ADDRESS: 4737 N. OCEAN DRIVE #142, FORT LAUDERDALE, FL 33308

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSORS ARE CHOSEN ARE:

<u>NAME AND ADDRESS</u>	<u>OFFICE HELD</u>
ROBERT ISAACS	PRESIDENT
TROY CLOUSE	VICE PRESIDENT
ROBERT ISAACS JR	TREASURER

ADDRESS: 4737 N. OCEAN DRIVE #142, FORT LAUDERDALE, FL 33308

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 2213 E ATLANTIC BLVD., POMPANO BEACH, FL 33062.

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: MICHAEL KERLEW.

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT.


MICHAEL KERLEW

ARTICLE X

THE NAMES AND ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS: MICHAEL KERLEW, 2213 E ATLANTIC BLVD., POMPANO BEACH, FL 33062.


MICHAEL KERLEW

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