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TALLAHASSEE, FLORIDA

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**NARDELLA CHONG**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

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January 28, 2008

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

Re: ***Pro-Op, Inc.***  
***Our File No.: BA49 31082***

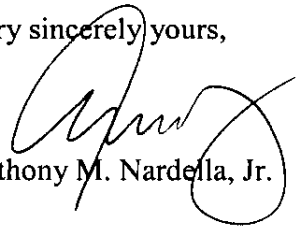
Dear Sir or Madame:

Enclosed please find an original and copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed please find our check no. 1270 made payable to the Florida Department of State in the amount of \$70.00 in order to defray your filing fee for the Articles and Designation of Registered Agent.

Please return the file stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience. For your convenience, we have enclosed a self-addressed, stamped envelope.

If you should have any questions, please feel free to contact the undersigned.

Very sincerely yours,

  
Anthony M. Nardella, Jr.

AMN/ln  
Enclosure

cc: Mr. Jeffrey R. Bauman

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BA49 31082

## ARTICLES OF INCORPORATION

OF

**PRO-OP, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

### ARTICLE I

The name of the corporation ("Corporation") is **PRO-OP, INC.**

### ARTICLE II

The existence of the corporation shall begin immediately upon filing with the Florida Department of State.

### ARTICLE III

The street address of the principal office of the Corporation is 139 Oak View Place, Sanford, FL 32773.

### ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is ten thousand (10,000), all of which shall be Common Shares with a par value of \$0.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

### ARTICLE V

The initial street address of the Corporation's registered office is 139 Oak View Place, Sanford, FL 32773. The initial registered agent for the Corporation at that address is JEFFREY R. BAUMAN.

### ARTICLE VI

The initial board of directors shall consist of one (1) member, but the number of directors may be increased or decreased in accordance with the Bylaws of the Corporation. The name and

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TALLAHASSEE, FLORIDA

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address of the person who will serve on the initial board of directors is:

Name

Address

JEFFREY R. BAUMAN

139 Oak View Place, Sanford, FL 32773

#### ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

JEFFREY R. BAUMAN

139 Oak View Place, Sanford, FL 32773

#### ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE IX

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of January, 2008.

  
JEFFREY R. BAUMAN

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **PRO-OP, INC.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: January 25, 2008

  
JEFFREY R. BAUMAN

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