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Division of Corporations  
Department of State  
409 E. Gaines St.  
Tallahassee, FL 32399

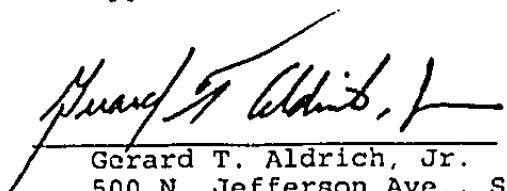
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-02/01/95--01097--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: TELEPRO, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for the subject corporation, together with a check for \$78.75 for the filing fee and certificate.

Please return the photocopy to me with the filing date stamped on it.

FROM:

  
Gerard T. Aldrich, Jr.  
500 N. Jefferson Ave., Ste. E-3  
Sarasota, FL 34237

Daytime Telephone: 813-358-2001

FILED  
1995 FEB -1 AM 11:50  
TALLAHASSEE, FLORIDA

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2/06/95  
995-9528

ARTICLES OF INCORPORATION

FILED  
1995 FEB -1 11:50  
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be:

TELEPRO, Inc.

2. The principal place of business and mailing address of the corporation is:

500 N. Jefferson Ave., Ste. E-3, Sarasota, FL 34237

3. The corporation shall have the authority to issue 1,000,000 shares of stock.

4. The registered agent of the corporation is Gerard T. Aldrich, Jr. and the registered street address is 500 N. Jefferson Ave., Ste. E-3, Sarasota, Florida 34237.

5. The initial Board of Directors shall have 1 member whose name and address is as follows: Gerard T. Aldrich, Jr., 500 N. Jefferson Ave., Ste. E-3, Sarasota, FL 34237.

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Gerard T. Aldrich, Jr. whose street address is 500 N. Jefferson Ave., Ste. E-3, Sarasota, FL 34237.

Dated: January 31, 1995

  
Incorporator

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 am familiar with and accept the obligations of position as registered agent.

Dated: January 31, 1995

  
Registered Agent

P95000009528

TelePro, Inc.  
244 Shopping Ave., #161  
Sarasota, FL 34237-7125

Telephone/Fax: 941-951-0932  
Cellular Phone: 941-320-4952  
E-mail: jaldrich@alumni.Princeton.EDU

January 15, 1997

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

Subject: TelePro, Inc., Document Number P95000009528, EIN: 65-0553256

Dear Sirs:

Please be advised that the Principal Place of Business, Mailing Address, and the Address of the Current Registered Agent of the subject Florida Corporation have been changed as follows:

**Former Place of Business and Mailing Address: Former Registered Agent Address:**

TelePro, Inc.  
500 N. Jefferson Ave.  
Suite E-3  
Sarasota, FL 34237

Aldrich, Gerard T.  
500 N. Jefferson Ave.  
Suite E-3  
Sarasota, FL 34237

**New Place of Business and Mailing Address:**

**New Registered Agent Address:**

TelePro, Inc.  
244 Shopping Ave., #161  
Sarasota, FL 34237

Aldrich, Gerard T.  
244 Shopping Ave., #161  
Sarasota, FL 34237

Please correct your records and mail the 1997 Profit Corporation Annual Report Form to the corrected address. Thank you for your attention to this matter.

Very truly yours,

TELEPRO, INC.



Gerard T. Aldrich, Jr.  
President

K5/31